AMENDMENT

Subject matter to be added is in bold and underlined.

Subject matter to be deleted is in bold and strikethrough.

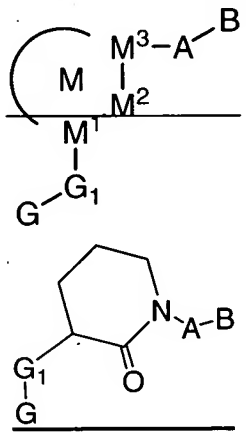
In the Claims:

Please (a) enter rewritten Claims 1-7, (b) cancel Claims 10-13, and (c) add new Claims 14-25 as follows.

This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

Claim 1 (Currently Amended) A compound of Formula I:



I

or a stereoisomer or pharmaceutically acceptable salt thereof, wherein;

the piperidinone ring of formula I is substituted with 0-2 R^{1a};

~~**ring M, including M^1, M^2, and M^3, is a 5, 6, or 7 membered non-aromatic carbocycle or 5, 6, or 7 membered non-aromatic heterocycle, consisting of:**~~

~~carbon atoms, 0-3 N, and 0-1 heteroatoms selected from O and $S(O)_p$;~~
~~provided that ring M consists of a total of 0-3 O, $S(O)_p$ and N;~~

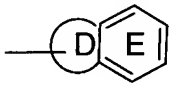
~~alternatively, ring M is an aromatic heterocycle selected from 2-pyridinone, 3-pyridazinone, 4-pyrimidinone, 2-pyrazinone, pyrimidine-2,4-dione, pyridazine-3,6-dione, 1H-quinolin-2-one, 1,4-dihydro-pyrrolo[3,2-b]pyridin-5-one and 1,4-dihydro-imidazo[4,5-b]pyridin-5-one;~~

~~ring M is substituted with 0-2 R^{1a}, 0-1 Z, and 0-2 carbonyl groups, and, comprises: 0-2 double bonds;~~

~~provided that ring M is other than an isoxazoline, isothiazoline, pyrazoline, triazoline, tetrazoline, 3-phenyl-substituted pyrrolidine, 3-phenyl-substituted pyrroline, 3-phenyl-substituted isoxazolidine, or 4-phenyl-substituted isoxazolidine;~~

G is a group of formula IIa or IIb:

IIa



IIb

G_1 is selected from <u>O, NR^{3e}, $NR^3C(O)$, OC(O), and $NR^{3e}CR^{3a}R^{3b}$</u> ~~$(CR^{3a}R^{3b})_{1-5}$;~~
~~$(CR^{3a}R^{3b})_{0-2}CR^{3a}=CR^{3a}(CR^{3a}R^{3b})_{0-2}$; $(CR^{3a}R^{3b})_{0-2}C\equiv C(CR^{3a}R^{3b})_{0-2}$;~~
~~$(CR^{3a}R^{3b})_uC(O)(CR^{3a}R^{3b})_w$; $(CR^{3a}R^{3b})_uC(O)O(CR^{3a}R^{3b})_w$;~~
~~$(CR^{3a}R^{3b})_uOC(O)(CR^{3a}R^{3b})_w$; $(CR^{3a}R^{3b})_uO(CR^{3a}R^{3b})_w$;~~
~~$(CR^{3a}R^{3b})_uNR^{3e}(CR^{3a}R^{3b})_w$; $(CR^{3a}R^{3b})_uC(O)NR^3(CR^{3a}R^{3b})_w$;~~
~~$(CR^{3a}R^{3b})_uNR^3C(O)(CR^{3a}R^{3b})_w$; $(CR^{3a}R^{3b})_uOC(O)NR^3(CR^{3a}R^{3b})_w$;~~
~~$(CR^{3a}R^{3b})_uNR^3C(O)O(CR^{3a}R^{3b})_w$; $(CR^{3a}R^{3b})_uNR^3C(O)NR^3(CR^{3a}R^{3b})_w$;~~
~~$(CR^{3a}R^{3b})_uNR^3C(S)NR^3(CR^{3a}R^{3b})_w$; $(CR^{3a}R^{3b})_uS(CR^{3a}R^{3b})_w$;~~

~~$(CR^{3a}R^{3b})_uS(O)(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(O)_2(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(O)NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3S(O)_2(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uS(O)_2NR^3(CR^{3a}R^{3b})_w$, $(CR^{3a}R^{3b})_uNR^3S(O)_2NR^3(CR^{3a}R^{3b})_w$, and $(CR^{3a}R^{3b})_uS(O)_2NR^3C(O)NR^3(CR^{3a}R^{3b})_w$, wherein u + w total 0, 1, 2, 3, or 4, provided that G_1 does not form a N-N or N-O bond with either group to which it is attached~~;

~~ring D, including the two atoms of Ring E to which it is attached, is a 5-6 membered non-aromatic ring consisting of carbon atoms, 0-1 double bonds, and 0-2 N, and D is substituted with 0-2 R;~~

~~alternatively,~~ ring D, including the two atoms of Ring E to which it is attached, is a ~~5-~~6 membered aromatic system consisting of carbon atoms and 0-**12** heteroatoms selected from the group consisting of N, O, and $S(O)_p$, and D is substituted with 0-2 R;

E is selected from phenyl~~,~~ **and** pyridyl~~, pyrimidyl, pyrazinyl, and pyridazinyl,~~ and is substituted with 0-2 R;

R is selected from C_{1-4} alkyl, F, Cl, Br, I, OH, OCH_3, OCH_2CH_3, $OCH(CH_3)_2$, $OCH_2CH_2CH_3$, CN, $C(=NR^8)NR^7R^9$, $NHC(=NR^8)NR^7R^9$, $NR^8CH(=NR^7)$, NH_2, $NH(C_{1-3}$ alkyl), $N(C_{1-3}$ alkyl)$_2$, $C(=NH)NH_2$, CH_2NH_2, $CH_2NH(C_{1-3}$ alkyl), $CH_2N(C_{1-3}$ alkyl)$_2$, $CH_2CH_2NH_2$, $CH_2CH_2NH(C_{1-3}$ alkyl), $CH_2CH_2N(C_{1-3}$ alkyl)$_2$, $(CR^8R^9)_tC(O)H$, $(CR^8R^9)_tC(O)R^{2c}$, $(CR^8R^9)_tNR^7R^8$, $(CR^8R^9)_tC(O)NR^7R^8$, $(CR^8R^9)_tOR^{3a}$, $(CR^8R^9)_tNR^7C(O)R^7$, $(CR^8R^9)_tS(O)_pNR^7R^8$, $(CR^8R^9)_tNR^7S(O)_pR^{3f}$, $(CR^8R^9)_tS(O)R^{3c}$, $(CR^8R^9)_tS(O)_2R^{3c}$, and OCF_3;

alternatively, the bridging portion of ring D is absent, and ring E is selected from phenyl~~,~~ **and** ~~**thienyl,**~~ pyridyl~~**, pyrimidyl, pyrazinyl, and pyridazinyl, and ring**~~ E is substituted with R^a and R^b;

alternatively, ring E is substituted with a 5-6 membered aromatic heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)p, and said aromatic heterocycle is substituted with R^a and R^b;

alternatively, ring E is substituted with a 5-6 membered non-aromatic hetereocyle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and S(O)p, and said non-aromatic hetercocyle is substituted with R^a and R^b, 0-2 carbonyl groups and containing 0-2 double bonds;

R^a and R^b, at each occurrence, are independently selected from H, C_{1-4} alkyl, F, Cl, Br, I, OH, OCH_3, OCH_2CH_3, $OCH(CH_3)_2$, $OCH_2CH_2CH_3$, CN, $C(=NR^8)NR^7R^9$, $NHC(=NR^8)NR^7R^9$, $NR^8CH(=NR^7)$, NH_2, $NH(C_{1-3}$ alkyl), $N(C_{1-3}$ alkyl)$_2$, $C(=NH)NH_2$, CH_2NH_2, $CH_2NH(C_{1-3}$ alkyl), $CH_2N(C_{1-3}$ alkyl)$_2$, $CH_2CH_2NH_2$, $CH_2CH_2NH(C_{1-3}$ alkyl), $CH_2CH_2N(C_{1-3}$ alkyl)$_2$, $(CR^8R^9)_tC(O)H$, $(CR^8R^9)_tC(O)R^{2c}$, $(CR^8R^9)_tNR^7R^8$, $(CR^8R^9)_tC(O)NR^7R^8$, $(CR^8R^9)_tOR^{3a}$, $(CR^8R^9)_tNR^7C(O)R^{3f}$, $(CR^8R^9)_tS(O)_pNR^7R^8$, $(CR^8R^9)_tNR^7S(O)_pR^{3f}$, $(CR^8R^9)_tS(O)R^{3c}$, $(CR^8R^9)_tS(O)_2R^{3c}$, and OCF_3;

~~**alternatively, R^a and R^b combine to form methylenedioxy or ethylenedioxy;**~~

~~**alternatively, the bridging portion of ring D is absent, and ring E is selected from pyrrolyl, pyrazolyl, imidazolyl, isoxazolyl, oxazolyl, triazolyl, thienyl, and thiazolyl, and ring E is substituted with 0-2 R^e;**~~

~~R^e is selected from C_{1-4} alkyl, F, Cl, Br, I, OH, OCH_3, OCH_2CH_3, $OCH(CH_3)_2$, $OCH_2CH_2CH_3$, CN, $C(=NR^8)NR^7R^9$, $NHC(=NR^8)NR^7R^9$, $NR^8CH(=NR^7)$, NH_2, $NH(C_{1-3}$ alkyl), $N(C_{1-3}$ alkyl)$_2$, $C(=NH)NH_2$, CH_2NH_2, $CH_2NH(C_{1-3}$ alkyl), $CH_2N(C_{1-3}$ alkyl)$_2$, $CH_2CH_2NH_2$, $CH_2CH_2NH(C_{1-3}$ alkyl), $CH_2CH_2N(C_{1-3}$ alkyl)$_2$, $(CR^8R^9)_tNR^7R^8$, $(CR^8R^9)_tC(O)NR^7R^8$, $(CR^8R^9)_tC(O)H$, $(CR^8R^9)_tC(O)R^{2e}$, $(CR^8R^9)_tNR^7C(O)R^7$, $(CR^8R^9)_tS(O)_pNR^7R^8$, $(CR^8R^9)_tNR^7S(O)_pR^{3f}$, $(CR^8R^9)_tS(O)R^{3f}$, $(CR^8R^9)_tS(O)_2R^{3f}$, and OCF_3;~~

A is **phenyl** ~~selected from:~~

~~C_{3-10} carbocyclic residue~~ substituted with 0-2 R^4~~, and~~

~~5-12 membered heterocyclic system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 R^4~~;

provided that B and ring M are attached to different atoms on A;

B is selected from: Y and X-Y;

X is selected from $-(CR^2R^{2a})_{1-4}$-, $-CR^2(CR^2R^{2b})(CH_2)_t$-, -C(O)-, $-C(=NR^{1c})$-, $-CR^2(NR^{1c}R^2)$-, $-CR^2(OR^2)$-, $-CR^2(SR^2)$-, $-C(O)CR^2R^{2a}$-, $-CR^2R^{2a}C(O)$, -S-, -S(O)-, $-S(O)_2$-, $-SCR^2R^{2a}$-, $-S(O)CR^2R^{2a}$-, $-S(O)_2CR^2R^{2a}$-, $-CR^2R^{2a}S$-, $-CR^2R^{2a}S(O)$-, $-CR^2R^{2a}S(O)_2$-, $-S(O)_2NR^2$-, $-NR^2S(O)_2$-, $-NR^2S(O)_2CR^2R^{2a}$-, $-CR^2R^{2a}S(O)_2NR^2$-, $-NR^2S(O)_2NR^2$-, $-C(O)NR^2$-, $-NR^2C(O)$-, $-C(O)NR^2CR^2R^{2a}$-, $-NR^2C(O)CR^2R^{2a}$-, $-CR^2R^{2a}C(O)NR^2$-, $-CR^2R^{2a}NR^2C(O)$-, $-NR^2C(O)O$-, $-OC(O)NR^2$-, $-NR^2C(O)NR^2$-, $-NR^2$-, $-NR^2CR^2R^{2a}$-, $-CR^2R^{2a}NR^2$-, O, $-CR^2R^{2a}O$-, and $-OCR^2R^{2a}$-;

Y is selected from:

$-(CH_2)_rNR^2R^{2a}$, provided that X-Y do not form a N-N, O-N, or S-N bond,

C_{3-10} ~~carbocyclic residue~~ **carbocycle** substituted with 0-2 R^{4a},

and

5-10 membered heterocyclic system containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 R^{4a};

provided that B and Y are other than tetrazolyl;

~~**Z is selected from H, $S(O)_2NHR^3$, $C(O)R^3$, $C(O)NHR^3$, $C(O)OR^{3f}$, $S(O)R^{3f}$, $S(O)_2R^{3f}$,**~~

~~**C_{1-6} alkyl substituted with 0-2 R^{1a};**~~

~~**C_{2-6} alkenyl substituted with 0-2 R^{1a};**~~

~~**C_{2-6} alkynyl substituted with 0-2 R^{1a};**~~

~~**cycloalkyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};**~~

~~**heterocyclyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};**~~

~~**aryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};**~~

~~**heteroaryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};**~~

R^{1a}, is selected from H, $-(CH_2)_r-R^{1b}$, $-CH=CH-R^{1b}$, NCH_2R^{1c}, OCH_2R^{1c}, $S(O)_pCH_2R^{1c}$, $NH(CH_2)_2(CH_2)_tR^{1b}$, $O(CH_2)_2(CH_2)_tR^{1b}$, and $S(CH_2)_2(CH_2)_tR^{1b}$, provided that R^{1a} forms other than an N-halo, N-N, N-S, N-O, or N-CN bond with the group to which it is attached;

~~**alternatively, when two R^{1a}s are attached to adjacent atoms, together with the atoms to which they are attached they form a 5-7 membered ring consisting**~~

~~of: carbon atoms and 0-2 heteroatoms selected from the group consisting of N, O, and $S(O)_p$, this ring being substituted with 0-2 R^{4b} and 0-1 Z, comprising: 0-3 double bonds;~~

R^{1b} is selected from H, C_{1-3} alkyl, F, Cl, Br, I, CN, CHO, $(CF_2)_rCF_3$, $(CH_2)_rOR^2$, NR^2R^{2a}, $C(O)R^{2c}$, $C(O)OR^2$, $OC(O)R^2$, $(CF_2)_rCO_2R^{2a}$, $S(O)_pR^{2b}$, $NR^2(CH_2)_rOR^2$, $C(=NR^{2c})NR^2R^{2a}$, $NR^2C(O)R^{2b}$, $NR^2C(O)NHR^{2b}$, $NR^2C(O)_2R^{2a}$, $OC(O)NR^{2a}R^{2b}$, $C(O)NR^2R^{2a}$, $C(O)NR^2(CH_2)_rOR^2$, $SO_2NR^2R^{2a}$, $NR^2SO_2R^{2b}$, C_{3-10} carbocycle substituted with 0-2 R^{4a}, and 5-10 membered heterocycle consisting of carbon atoms and from 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-2 R^{4a}, provided that R^{1b} forms other than an N-halo, N-N, N-S, N-O, or N-CN bond with the group to which it is attached;

R^{1c} is selected from H, $CH(CH_2OR^2)_2$, $C(O)R^{2c}$, $C(O)NR^2R^{2a}$, $S(O)R^{2b}$, $S(O)_2R^{2b}$, and $SO_2NR^2R^{2a}$;

R^2, at each occurrence, is selected from H, CF_3, C_{1-6} alkyl optionally substituted with 0-2 R^{4b}, benzyl, a C_{3-10} carbocycl~~eic~~-$(CH_2)_r$- ~~residue~~ substituted with 0-2 R^{4b}, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 R^{4b};

R^{2a}, at each occurrence, is selected from H, CF_3, C_{1-6} alkyl optionally substituted with 0-2 R^{4b}, benzyl, a C_{3-10} carbocycl~~eic~~-$(CH_2)_r$- ~~residue~~ substituted with 0-2 R^{4b}, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 R^{4b};

alternatively, R^2 and R^{2a}, together with the atom to which they are attached, combine to form a 5 or 6 membered saturated, partially saturated or unsaturated ring substituted with 0-2 R^{4b} and containing from 0-1 additional heteroatoms selected from the group consisting of N, O, and S;

R^{2b}, at each occurrence, is selected from CF_3, C_{1-4} alkoxy, C_{1-6} alkyl, benzyl, C_{3-10} carbocycl~~eic~~-$(CH_2)_r$- ~~residue~~ substituted with 0-2 R^{4b}, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 R^{4b};

R^{2c}, at each occurrence, is selected from CF_3, OH, C_{1-4} alkoxy, C_{1-6} alkyl, benzyl, C_{3-10} carbocycl~~eic~~-$(CH_2)_r$- ~~residue~~ substituted with 0-2 R^{4b}, and (5-6 membered heterocyclic system)-$(CH_2)_r$- containing from 1-4 heteroatoms selected from the group consisting of N, O, and S substituted with 0-2 R^{4b};

R^3, at each occurrence, is selected from H,

C_{1-6} alkyl substituted with 0-2 R^{1a};

C_{2-6} alkenyl substituted with 0-2 R^{1a};

C_{2-6} alkynyl substituted with 0-2 R^{1a};

cycloalkyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};

heterocyclyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};

aryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};

heteroaryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};

R^{3a} and R^{3b}, at each occurrence, are independently selected from H, C_{1-4} alkyl, phenyl, and benzyl;

R^{3c}, at each occurrence, is selected from C_{1-4} alkyl, phenyl, and benzyl;

R^{3d}, at each occurrence, is selected from H and C_{1-4} alkyl;

R^{3e}, is selected from H, $S(O)_2NHR^3$, $C(O)R^3$, $C(O)NHR^3$, $C(O)OR^{3f}$, $S(O)R^{3f}$,
$S(O)_2R^{3f}$,
C_{1-6} alkyl substituted with 0-2 R^{1a};
C_{2-6} alkenyl substituted with 0-2 R^{1a};
C_{2-6} alkynyl substituted with 0-2 R^{1a};
cycloalkyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};
heterocyclyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};
aryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};
heteroaryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};

R^{3f}, at each occurrence, is selected from:
C_{1-6} alkyl substituted with 0-2 R^{1a};
C_{2-6} alkenyl substituted with 0-2 R^{1a};
C_{2-6} alkynyl substituted with 0-2 R^{1a};
cycloalkyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};
heterocyclyl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};
aryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};
heteroaryl(C_{0-4} alkyl)- substituted with 0-3 R^{1a};

R^4, at each occurrence, is selected from H, =O, $(CH_2)_rOR^2$, F, Cl, Br, I, C_{1-4} alkyl, -CN,
NO_2, $(CH_2)_rNR^2R^{2a}$, $(CH_2)_rC(O)R^{2c}$, $NR^2C(O)R^{2b}$, $C(O)NR^2R^{2a}$,
$NR^2C(O)NR^2R^{2a}$, $C(=NR^2)NR^2R^{2a}$, ~~$C(=NS(O)_2R^{3f})NR^2R^{2a}$,~~

$NHC(=NR^2)NR^2R^{2a}$, $C(O)NHC(=NR^2)NR^2R^{2a}$, $SO_2NR^2R^{2a}$, $NR^2SO_2NR^2R^{2a}$, NR^2SO_2-C_{1-4} alkyl, $NR^2SO_2R^{3f5}$, $S(O)_pR^{3f5}$, $(CF_2)_rCF_3$, NCH_2R^{1c}, OCH_2R^{1c}, SCH_2R^{1c}, $N(CH_2)_2(CH_2)_tR^{1b}$, $O(CH_2)_2(CH_2)_tR^{1b}$, $S(CH_2)_2(CH_2)_tR^{1b}$, and 5-6 membered carbocycle substituted with 0-1 R^5, and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-1 R^5;

R^{4a}, at each occurrence, is selected from H, =O, $(CH_2)_rOR^2$, $(CH_2)_r$-F, $(CH_2)_r$-Br, $(CH_2)_r$-Cl, C_{1-4} alkyl, -CN, NO_2, $(CH_2)_rNR^2R^{2a}$, $(CH_2)_rC(O)R^{2c}$, $NR^2C(O)R^{2b}$, $C(O)NR^2R^{2a}$, ~~$(CH_2)_rN=CHOR^3$~~, $C(O)NH(CH_2)_2NR^2R^{2a}$, $NR^2C(O)NR^2R^{2a}$, $C(=NR^2)NR^2R^{2a}$, $NHC(=NR^2)NR^2R^{2a}$, $SO_2NR^2R^{2a}$, $NR^2SO_2NR^2R^{2a}$, NR^2SO_2-C_{1-4} alkyl, $C(O)NHSO_2$-C_{1-4} alkyl, $NR^2SO_2R^{3f5}$, $S(O)_pR^{3f5}$, $(CF_2)_rCF_3$, and 5-6 membered carbocycle substituted with 0-1 R^5, and a 5-6 membered heterocycle consisting of: carbon atoms and 1-4 heteroatoms selected from the group consisting of N, O, and $S(O)_p$ substituted with 0-1 R^5;

R^{4b}, at each occurrence, is selected from H, =O, $(CH_2)_rOR^3$, $(CH_2)_r$-F, $(CH_2)_r$-Cl, $(CH_2)_r$-Br, $(CH_2)_r$-I, C_{1-4} alkyl, $(CH_2)_r$-CN, $(CH_2)_r$-NO_2, $(CH_2)_rNR^3R^{3a}$, $(CH_2)_rC(O)R^3$, $(CH_2)_rC(O)OR^{3c}$, $(CH_2)_r$-$NR^3C(O)R^{3a}$, $(CH_2)_r$-$C(O)NR^3R^{3a}$, $(CH_2)_r$-$NR^3C(O)NR^3R^{3a}$, $(CH_2)_r$-$C(=NR^3)NR^3R^{3a}$, $(CH_2)_r$-$NR^3C(=NR^3)NR^3R^{3a}$, $(CH_2)_r$-$SO_2NR^3R^{3a}$, $(CH_2)_r$-$NR^3SO_2NR^3R^{3a}$, $(CH_2)_r$-NR^3SO_2-C_{1-4} alkyl, $(CH_2)_r$-$NR^3SO_2CF_3$, $(CH_2)_r$-NR^3SO_2-phenyl, $(CH_2)_r$-$S(O)_pCF_3$, $(CH_2)_r$-$S(O)_p$-C_{1-4} alkyl, $(CH_2)_r$-$S(O)_p$-phenyl, and $(CF_2)_rCF_3$;

provided that when R^{4b} is $(CH_2)_rOR^3$, $(CH_2)_rNR^3R^{3a}$, $(CH_2)_rC(O)R^3$, $CH_2)_r$-$NR^3C(O)R^{3a}$, $(CH_2)_r$-$C(O)NR^3R^{3a}$, $(CH_2)_r$-$NR^3C(O)NR^3R^{3a}$, $(CH_2)_r$-

$C(=NR^3)NR^3R^{3a}$, $(CH_2)_r$-$NR^3C(=NR^3)NR^3R^{3a}$, $(CH_2)_r$-$SO_2NR^3R^{3a}$, $(CH_2)_r$-$NR^3SO_2NR^3R^{3a}$, $(CH_2)_r$-NR^3SO_2-C_{1-4} alkyl, $(CH_2)_r$-$NR^3SO_2CF_3$, or $(CH_2)_r$-NR^3SO_2-phenyl, then the R^3 group shown is substituted with 0 R^{1a};

R^5, at each occurrence, is selected from H, C_{1-6} alkyl, =O, $(CH_2)_rOR^3$, F, Cl, Br, I, CN, NO_2, $(CH_2)_rNR^3R^{3a}$, $(CH_2)_rC(O)R^3$, $(CH_2)_rC(O)OR^{3c}$, $NR^3C(O)R^{3a}$, $C(O)NR^3R^{3a}$, $NR^3C(O)NR^3R^{3a}$, $CH(=NOR^{3d})$, $C(=NR^3)NR^3R^{3a}$, $NR^3C(=NR^3)NR^3R^{3a}$, $SO_2NR^3R^{3a}$, $NR^3SO_2NR^3R^{3a}$, NR^3SO_2-C_{1-4} alkyl, $NR^3SO_2CF_3$, NR^3SO_2-phenyl, $S(O)_pCF_3$, $S(O)_p$-C_{1-4} alkyl, $S(O)_p$-phenyl, $(CF_2)_rCF_3$, phenyl substituted with 0-2 R^6, naphthyl substituted with 0-2 R^6, and benzyl substituted with 0-2 R^6;

provided that when R^5 is $(CH_2)_rOR^3$, $(CH_2)_rNR^3R^{3a}$, $(CH_2)_rC(O)R^3$, $NR^3C(O)R^{3a}$, $C(O)NR^3R^{3a}$, $NR^3C(O)NR^3R^{3a}$, $C(=NR^3)NR^3R^{3a}$, $NR^3C(=NR^3)NR^3R^{3a}$, $SO_2NR^3R^{3a}$, $NR^3SO_2NR^3R^{3a}$, NR^3SO_2-C_{1-4} alkyl, $NR^3SO_2CF_3$, or NR^3SO_2-phenyl, then the R^3 group shown is substituted with 0 R^{1a};

R^6, at each occurrence, is selected from H, OH, $(CH_2)_rOR^2$, halo, C_{1-4} alkyl, CN, NO_2, $(CH_2)_rNR^2R^{2a}$, $(CH_2)_rC(O)R^{2b}$, $NR^2C(O)R^{2b}$, $NR^2C(O)NR^2R^{2a}$, $C(=NH)NH_2$, $NHC(=NH)NH_2$, $SO_2NR^2R^{2a}$, $NR^2SO_2NR^2R^{2a}$, and $NR^2SO_2C_{1-4}$ alkyl;

R^7, at each occurrence, is selected from H, OH, C_{1-6} alkyl, C_{1-6} alkylcarbonyl, C_{1-6} alkoxy, C_{1-4} alkoxycarbonyl, $(CH_2)_n$-phenyl, C_{6-10} aryloxy, C_{6-10} aryloxycarbonyl, C_{6-10} arylmethylcarbonyl, C_{1-4} alkylcarbonyloxy C_{1-4} alkoxycarbonyl, C_{6-10} arylcarbonyloxy C_{1-4} alkoxycarbonyl, C_{1-6} alkylaminocarbonyl, phenylaminocarbonyl, and phenyl C_{1-4} alkoxycarbonyl;

R^8, at each occurrence, is selected from H, C_{1-6} alkyl and $(CH_2)_n$-phenyl;

alternatively, R^7 and R^8 combine to form a 5-10 membered saturated, partially saturated or unsaturated ring which contains 0-2 additional heteroatoms selected from the group consisting of N, O, and S;

R^9, at each occurrence, is selected from H, C_{1-6} alkyl and $(CH_2)_n$-phenyl;

n, at each occurrence, is selected from 0, 1, 2, and 3;

p, at each occurrence, is selected from 0, 1, and 2;

r, at each occurrence, is selected from 0, 1, 2, and 3; and

t, at each occurrence, is selected from 0, 1, 2, and 3~~;~~

~~**provided that when ring M is piperidin-2,6-dione and A is phenyl, then:**~~

~~**(i) one of R^a and R^b is other than halo, alkyl, alkoxy, and CF_3;**~~

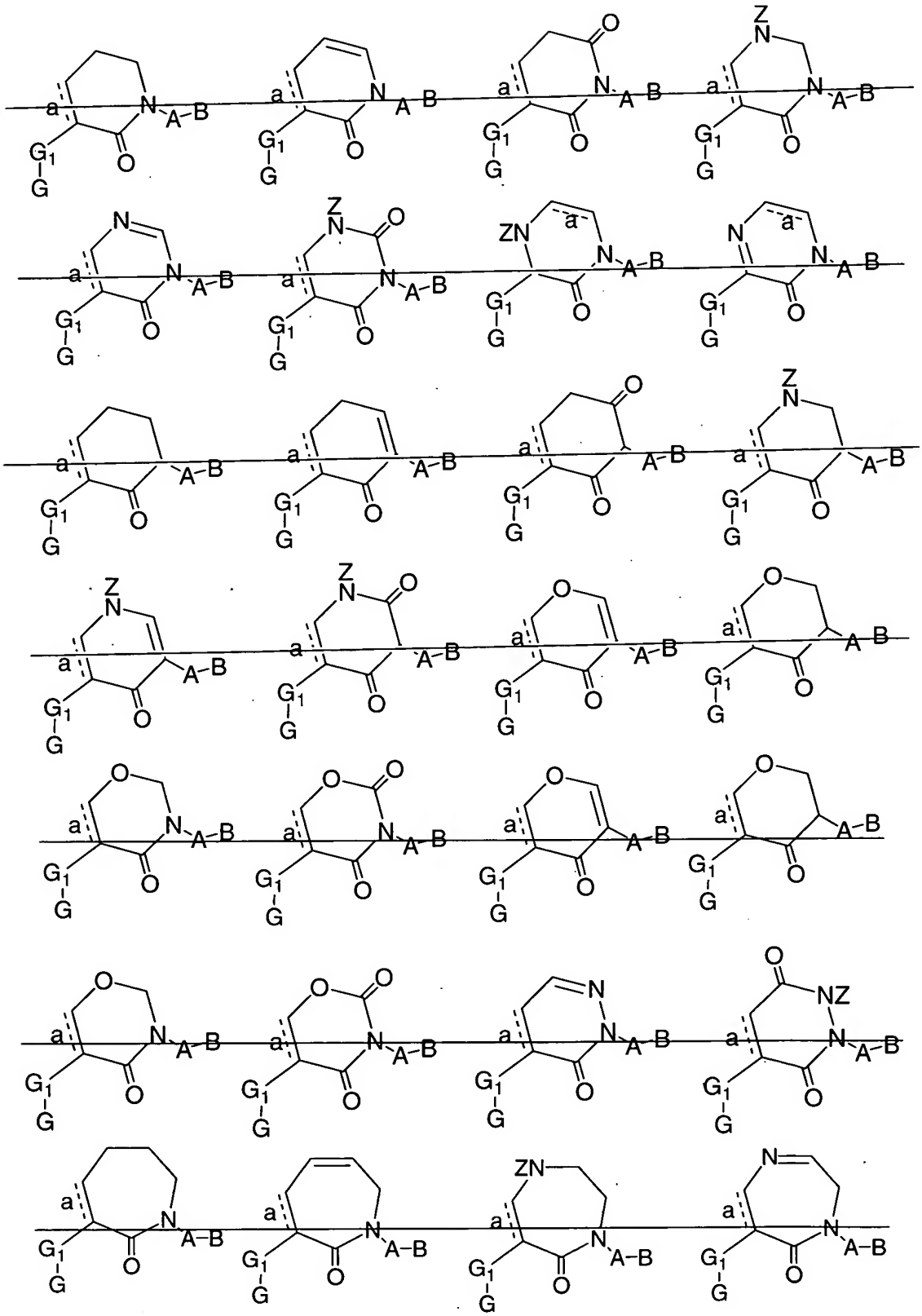
~~**(ii) B is phenyl and R^{4a} is other than alkyl;**~~

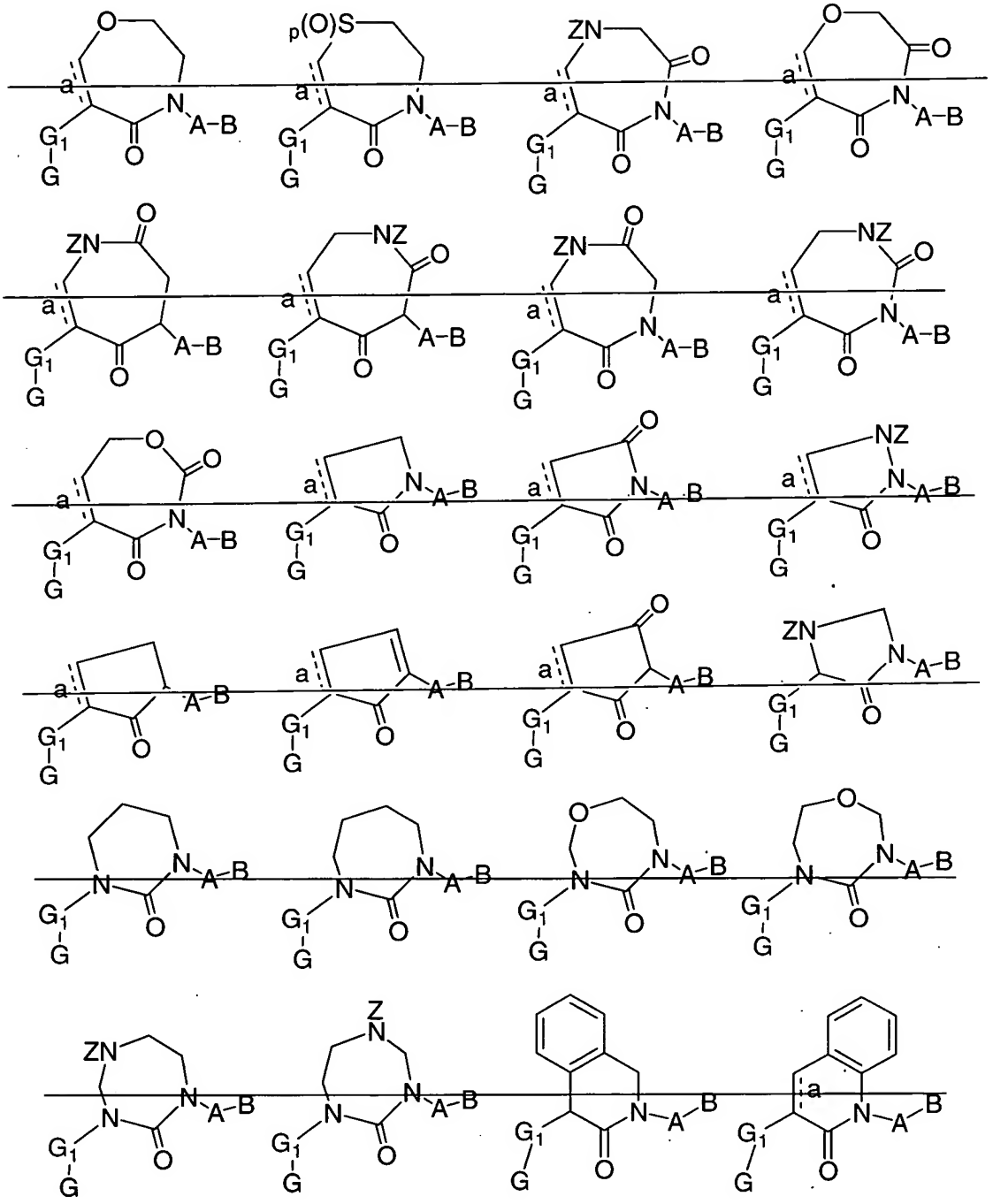
~~**(iii) B is pyridyl or imidazolyl; or**~~

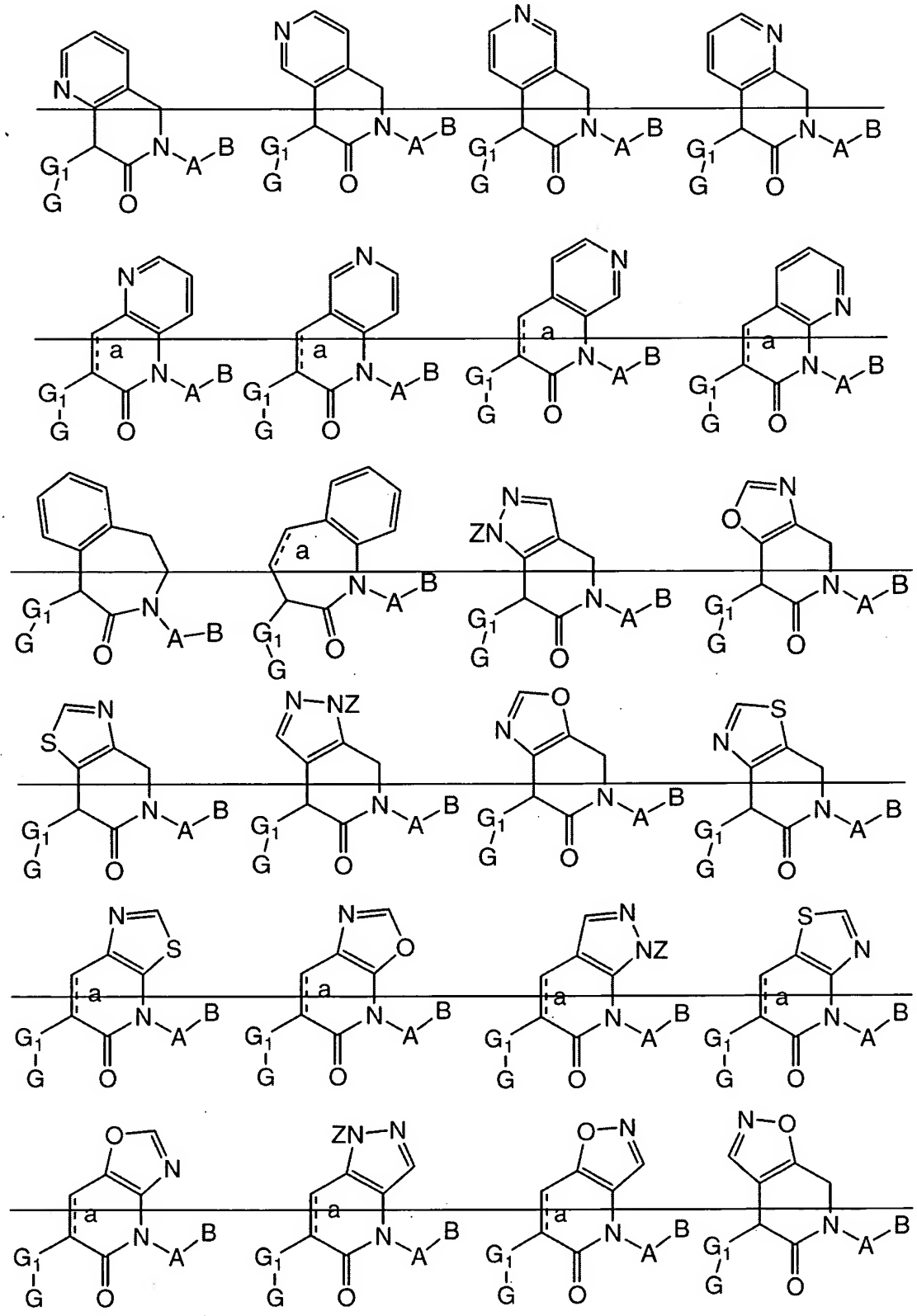
~~**(iv) X is present and is C(O);**~~

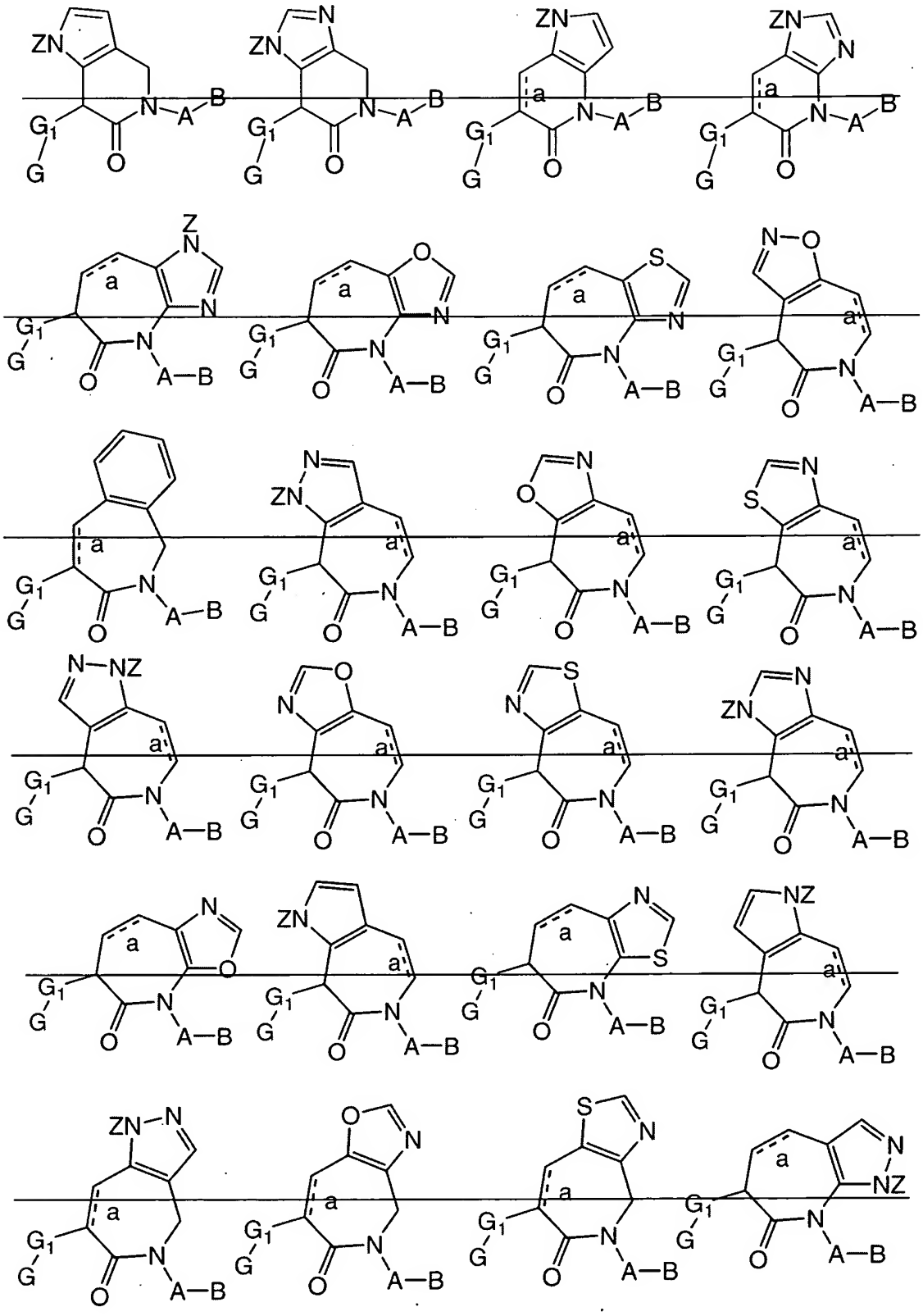
~~**provided that when ring M is oxazolidinone and G_1 is $CONHCH_2$, then G is other than thienyl or benzothienyl**~~.

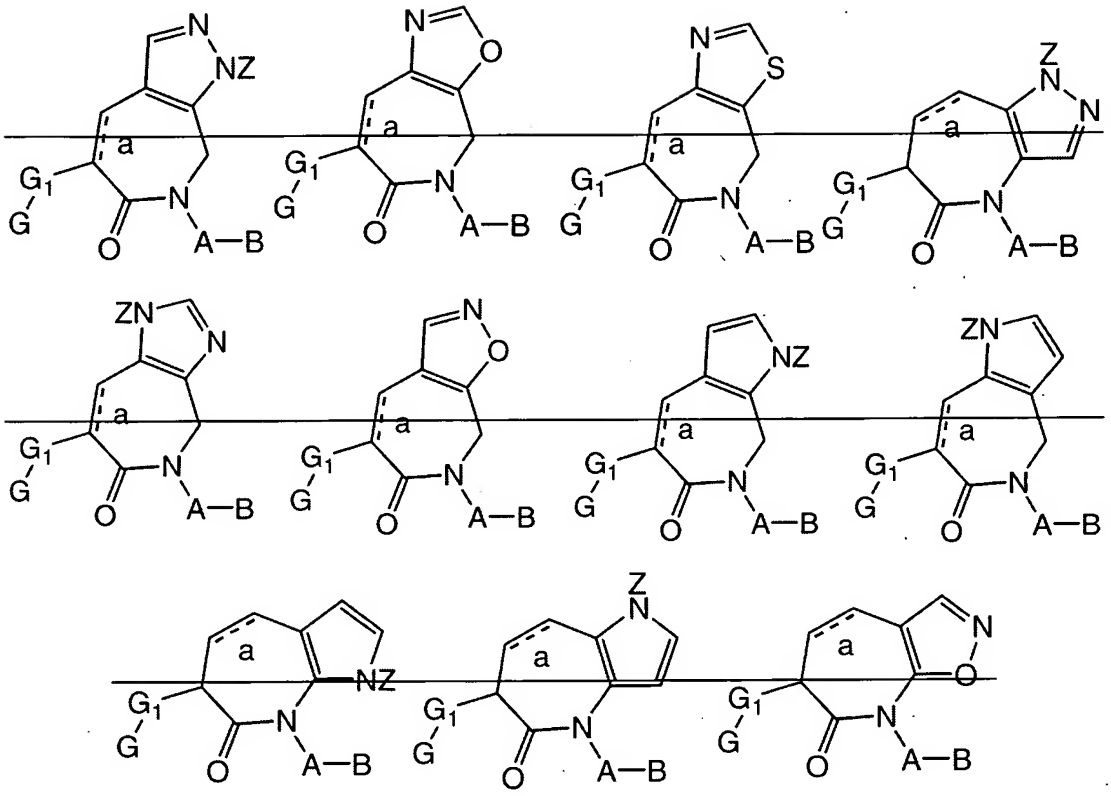
Claim 2 (Currently Amended) A compound according to Claim 1, wherein ~~**the compound is selected from the group**~~:











~~wherein the above formulas are substituted with 0-2 R^{1a} and "a" is a single or double bond;~~

~~A is selected from one of the following carbocyclic and heterocyclic systems which are substituted with 0-2 R^4;~~

~~phenyl, piperidinyl, piperazinyl, pyridyl, pyrimidyl, furanyl, morpholinyl, thienyl, pyrrolyl, pyrrolidinyl, oxazolyl, isoxazolyl, thiazolyl, isothiazolyl, pyrazolyl, imidazolyl, oxadiazolyl, thiadiazolyl, triazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, benzisoxazolyl, benzisothiazolyl, and isoindazolyl;~~

B is selected from: Y and X-Y;

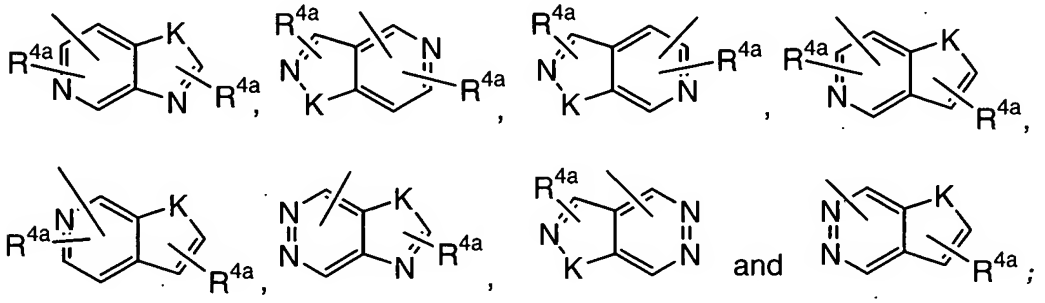
X is selected from $-(CR^2R^{2a})_{1-4}-$, -C(O)-, $-C(=NR^{1c})-$, $-CR^2(NR^{1c}R^2)-$, $-C(O)CR^2R^{2a}-$, $-CR^2R^{2a}C(O)$, $-C(O)NR^2-$, $-NR^2C(O)-$, $-C(O)NR^2CR^2R^{2a}-$, $-NR^2C(O)CR^2R^{2a}-$, $-CR^2R^{2a}C(O)NR^2-$, $-CR^2R^{2a}NR^2C(O)-$, $-NR^2C(O)NR^2-$, $-NR^2-$, $-NR^2CR^2R^{2a}-$, $-CR^2R^{2a}NR^2-$, O, $-CR^2R^{2a}O-$, and $-OCR^2R^{2a}-$;

Y is $-(CH_2)_rNR^2R^{2a}$, provided that X-Y do not form a N-N or O-N bond;

alternatively, Y is selected from one of the following carbocyclic and heterocyclic systems which are substituted with 0-2 R^{4a};

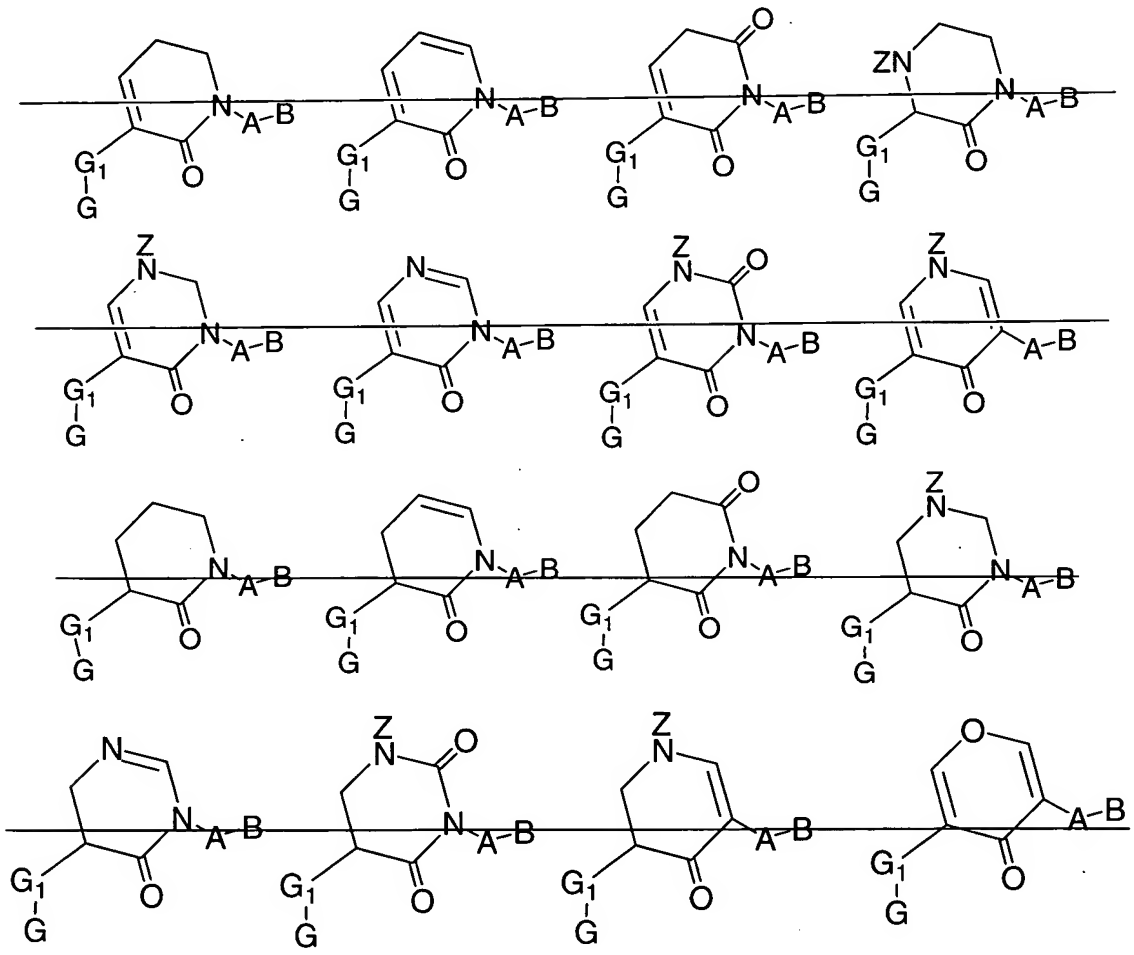
cyclopropyl, cyclopentyl, cyclohexyl, phenyl, piperidinyl, piperazinyl, pyridyl, pyrimidyl, furanyl, morpholinyl, thienyl, pyrrolyl, pyrrolidinyl, oxazolyl, isoxazolyl, isoxazolinyl, thiazolyl, isothiazolyl, pyrazolyl, imidazolyl, oxadiazolyl, thiadiazolyl, triazolyl, 1,2,3-oxadiazolyl, 1,2,4-oxadiazolyl, 1,2,5-oxadiazolyl, 1,3,4-oxadiazolyl, 1,2,3-thiadiazolyl, 1,2,4-thiadiazolyl, 1,2,5-thiadiazolyl, 1,3,4-thiadiazolyl, 1,2,3-triazolyl, 1,2,4-triazolyl, 1,2,5-triazolyl, 1,3,4-triazolyl, benzofuranyl, benzothiofuranyl, indolyl, benzimidazolyl, benzoxazolyl, benzthiazolyl, indazolyl, benzisoxazolyl, benzisothiazolyl, and isoindazolyl; and

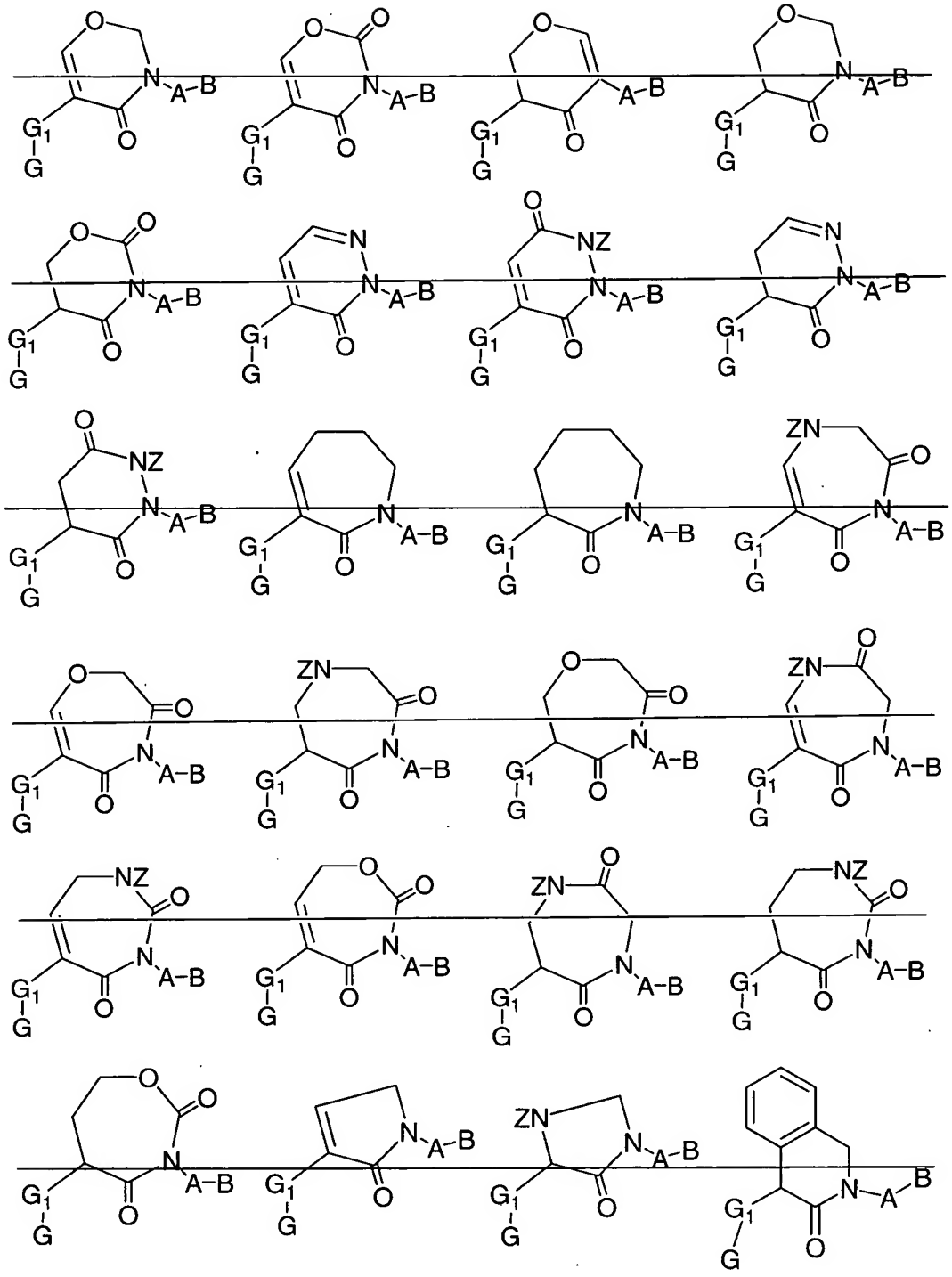
alternatively, Y is selected from the following bicyclic heteroaryl ring systems:

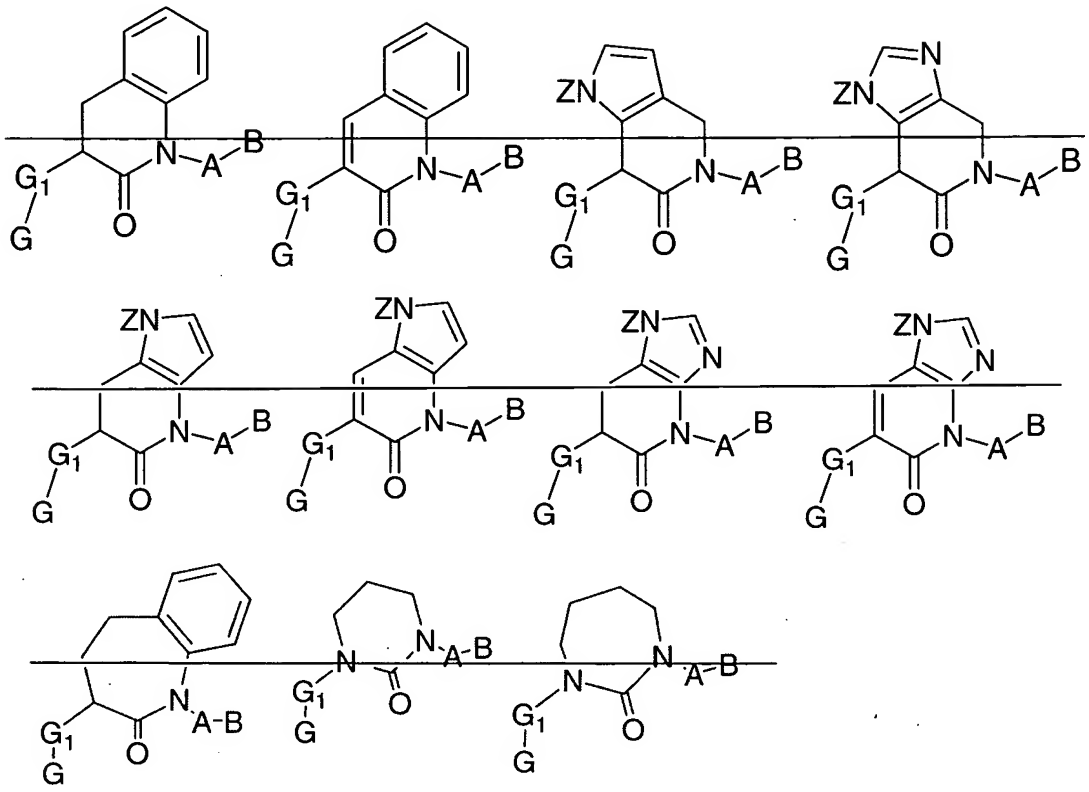


K is selected from O, S, NH, and N.

Claim 3 (Currently Amended) A compound according to Claim 2, wherein ~~the compound is selected from the group~~:

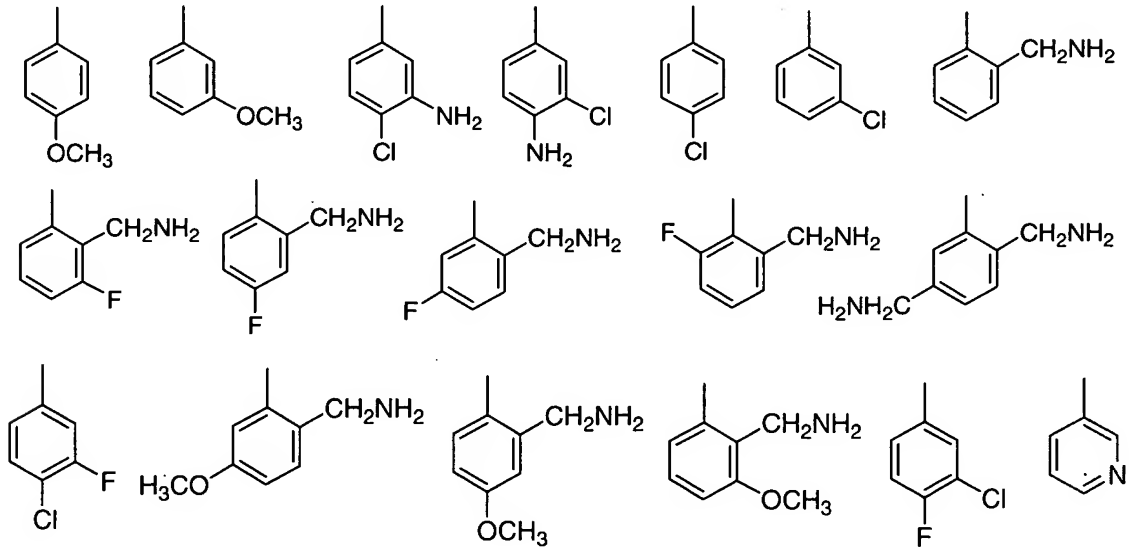


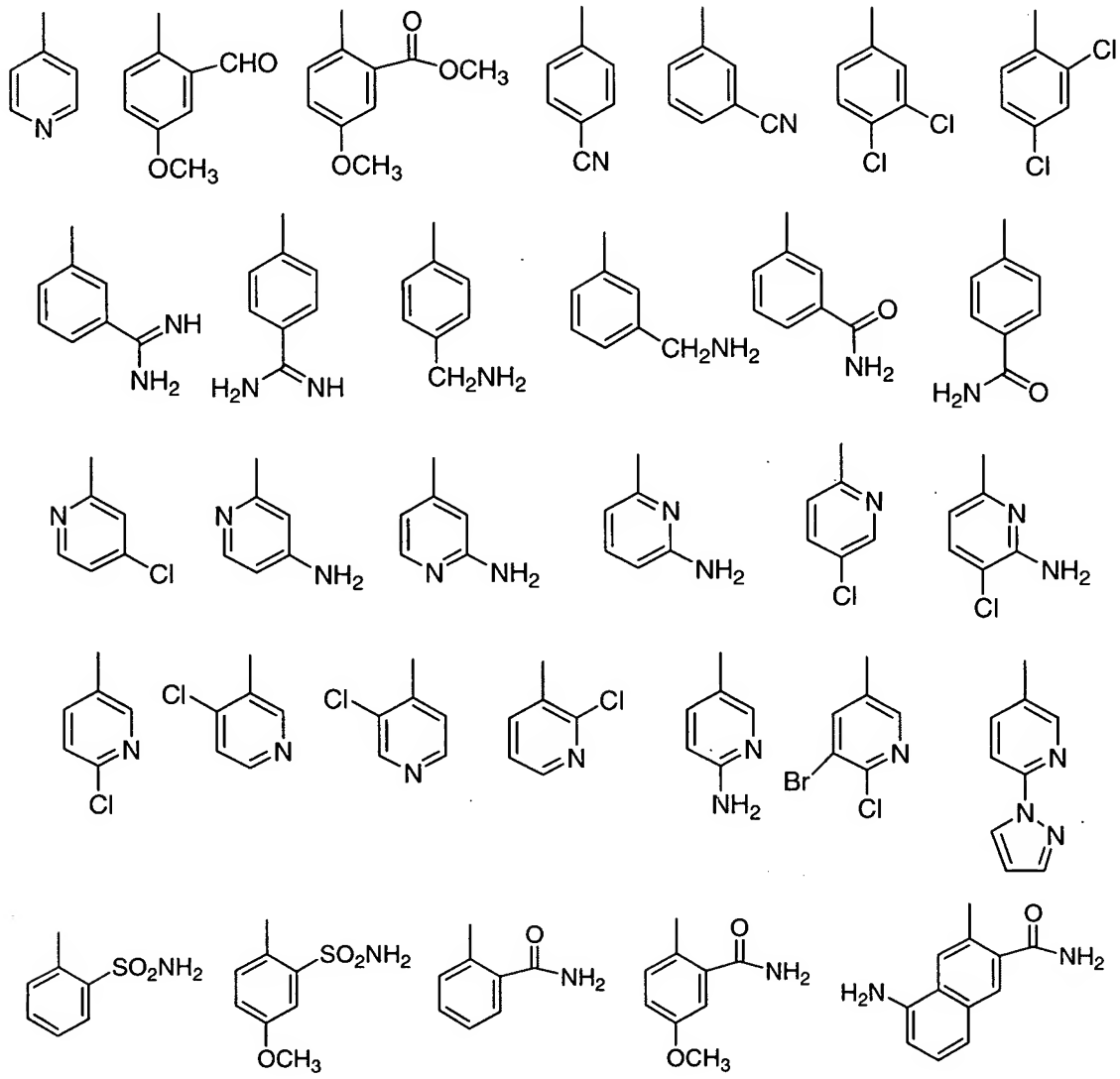


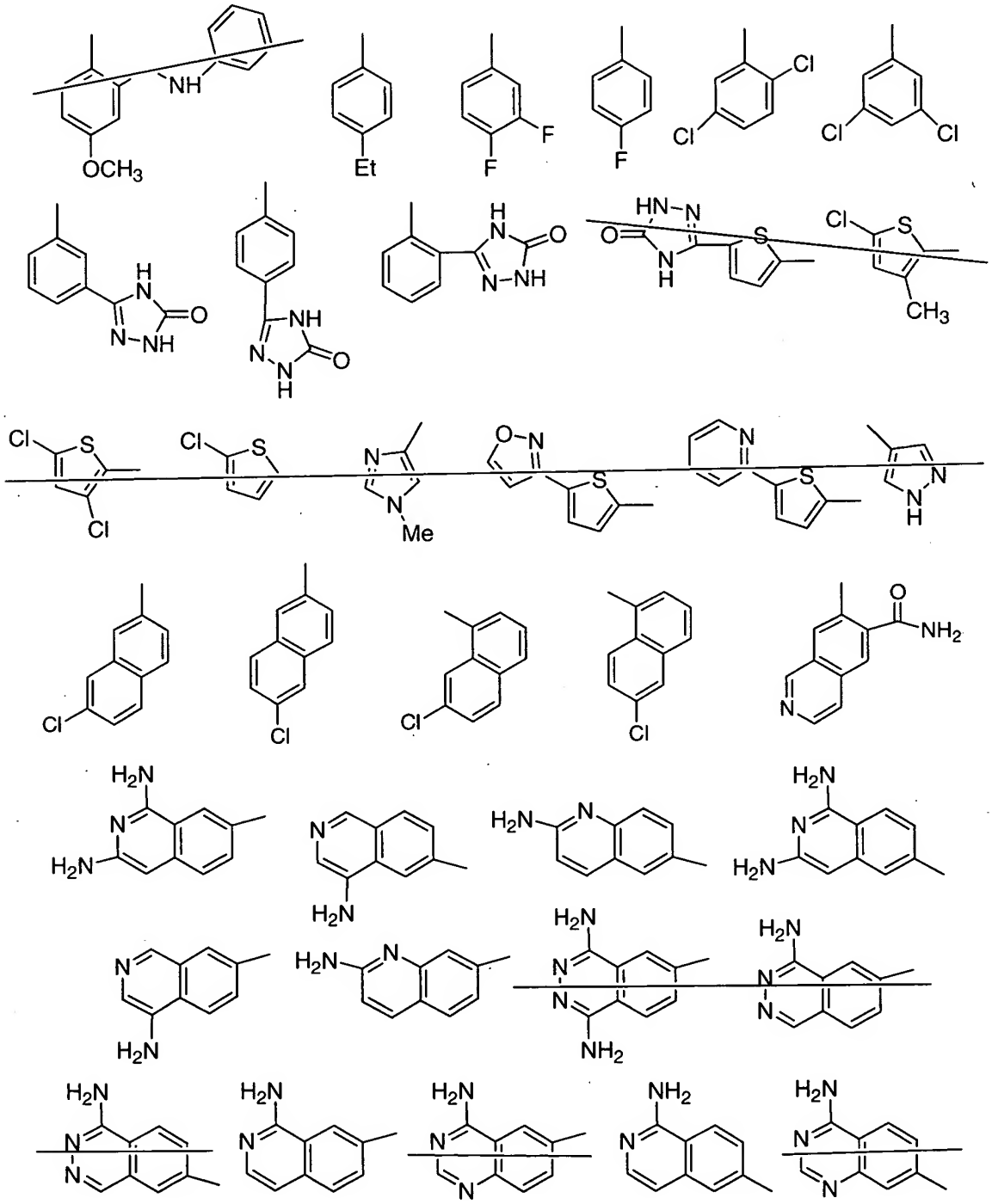


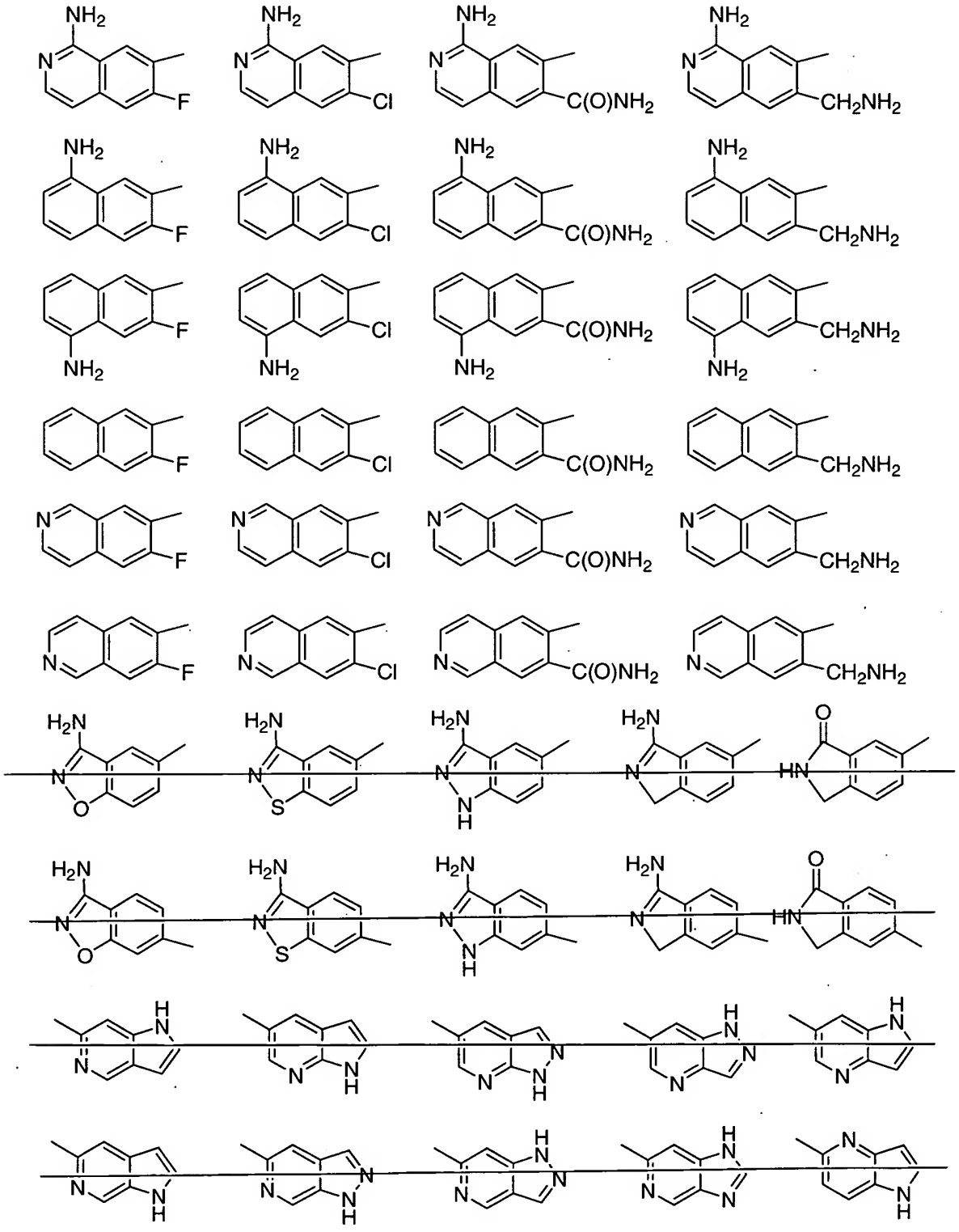
~~**wherein compounds of the above formulas are substituted with 0-2 R^{1a}; and**~~

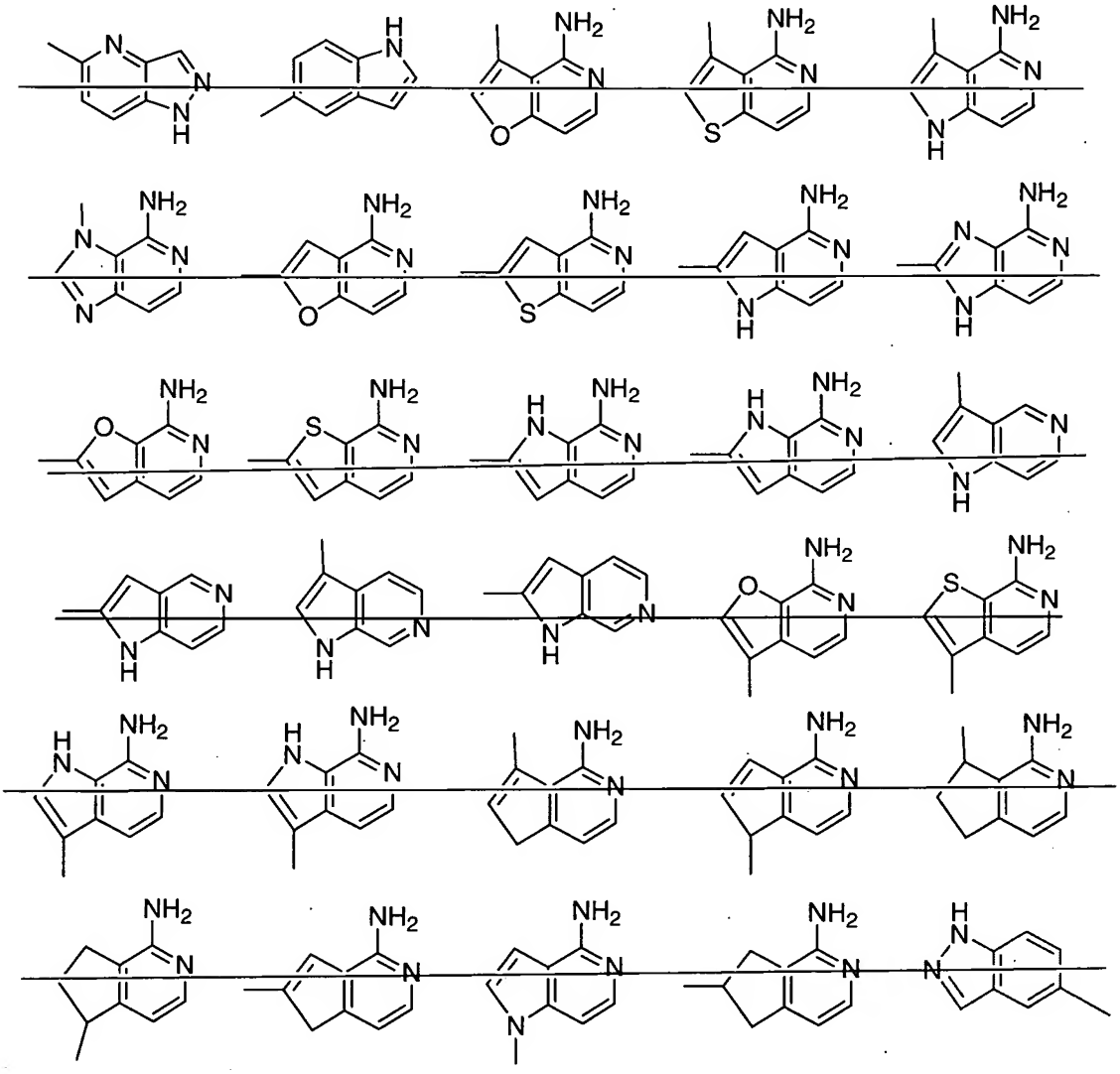
G is selected from the group:

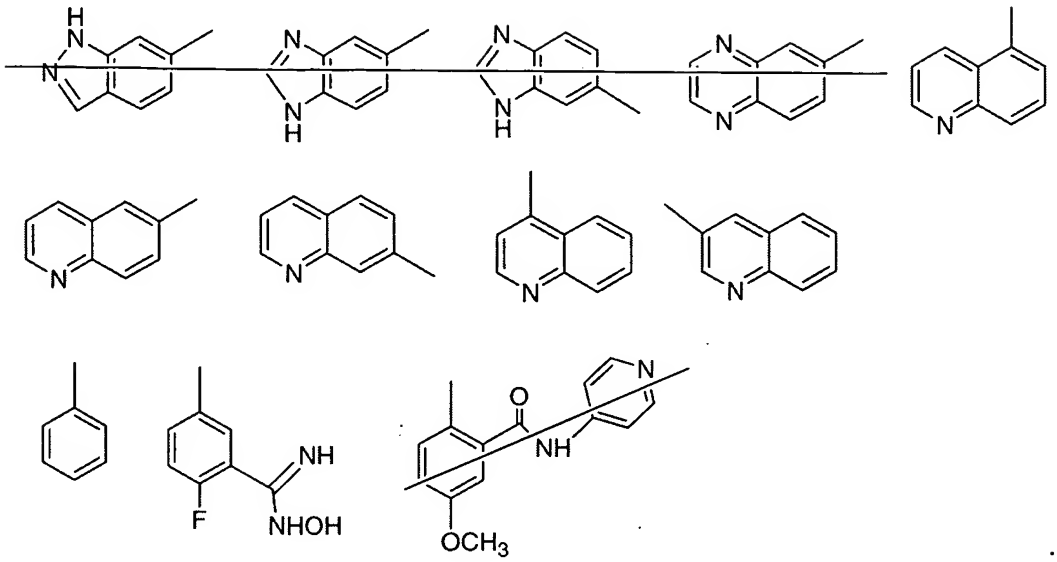




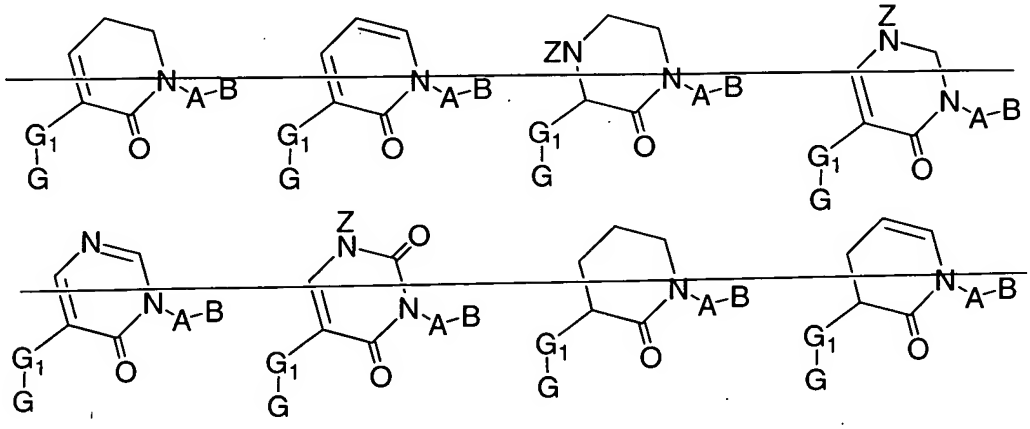


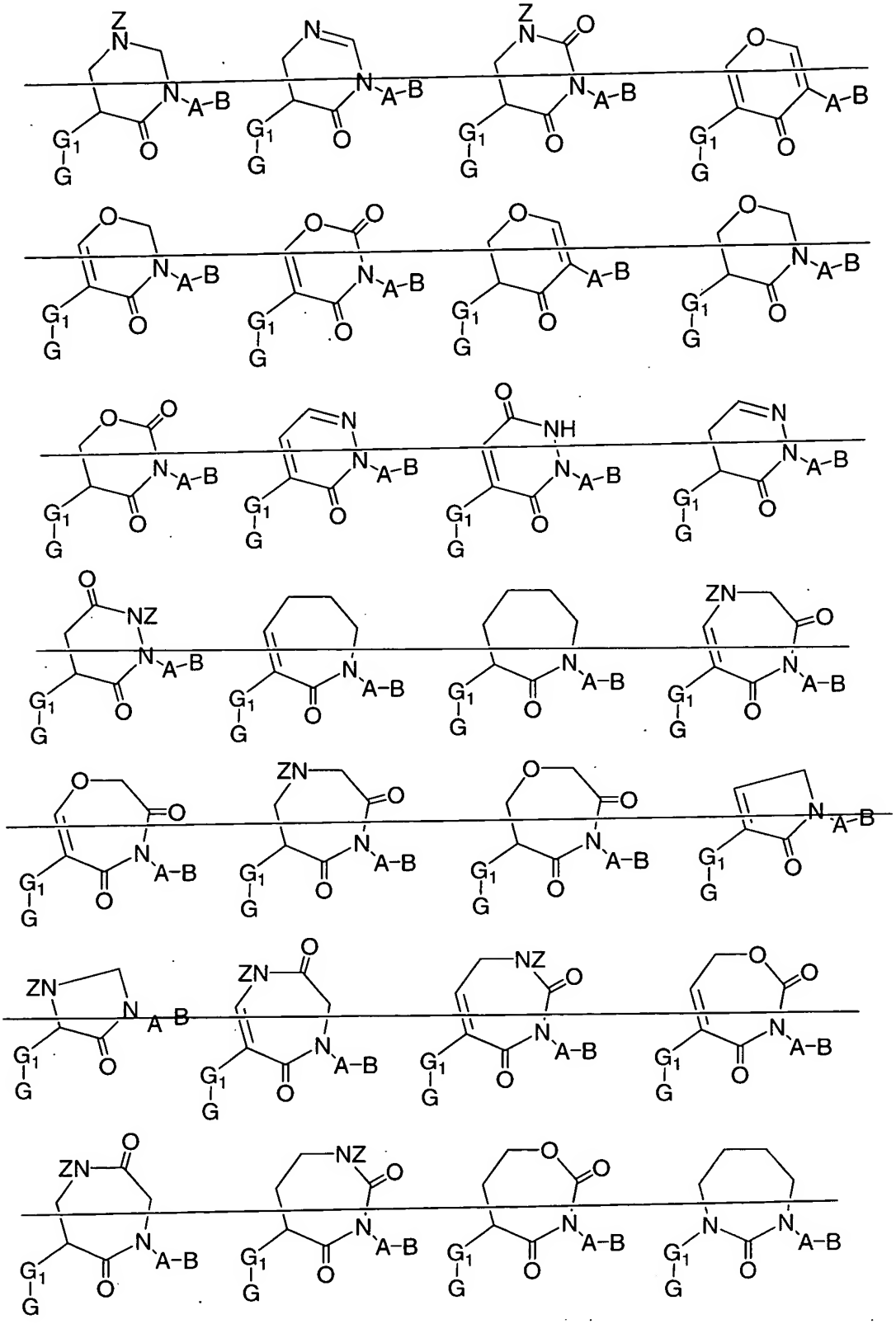


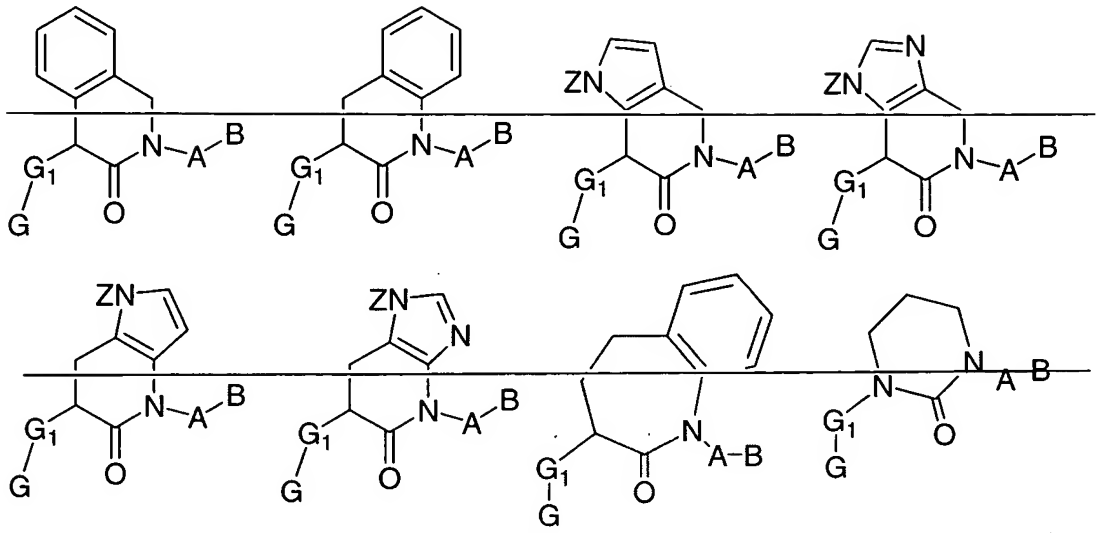




Claim 4 (Currently Amended) A compound according to Claim 3, wherein ~~the compound is selected from the group~~:

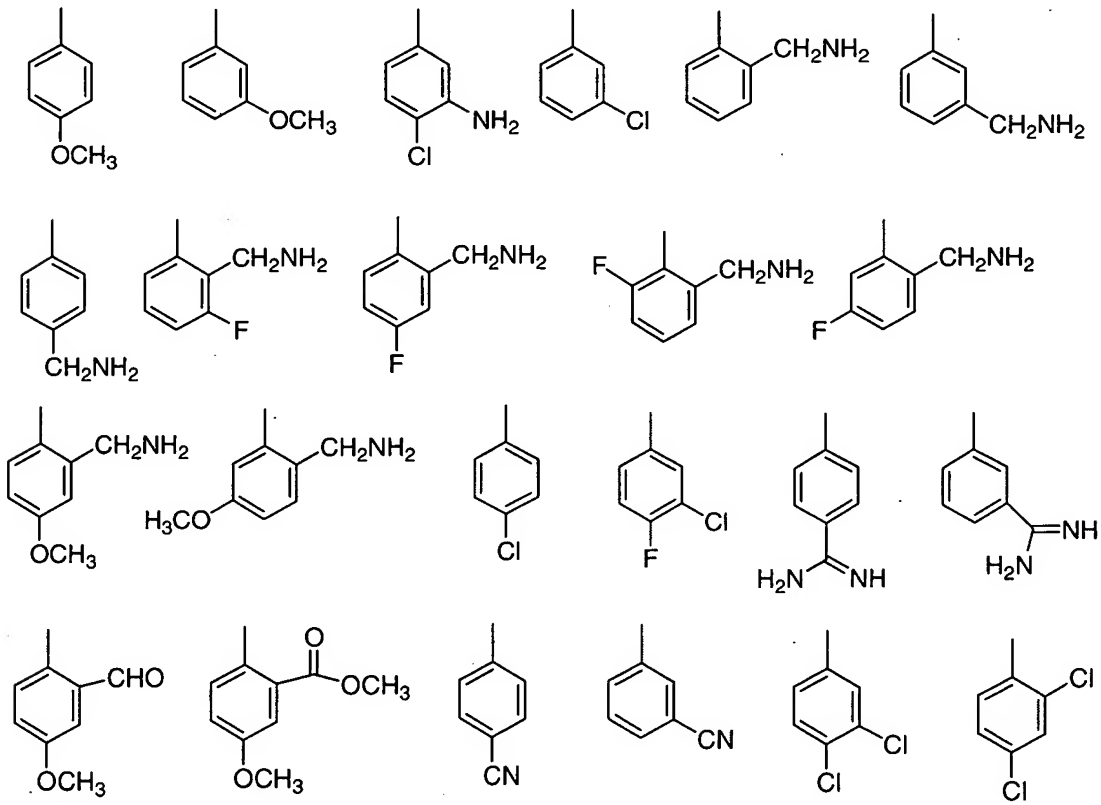


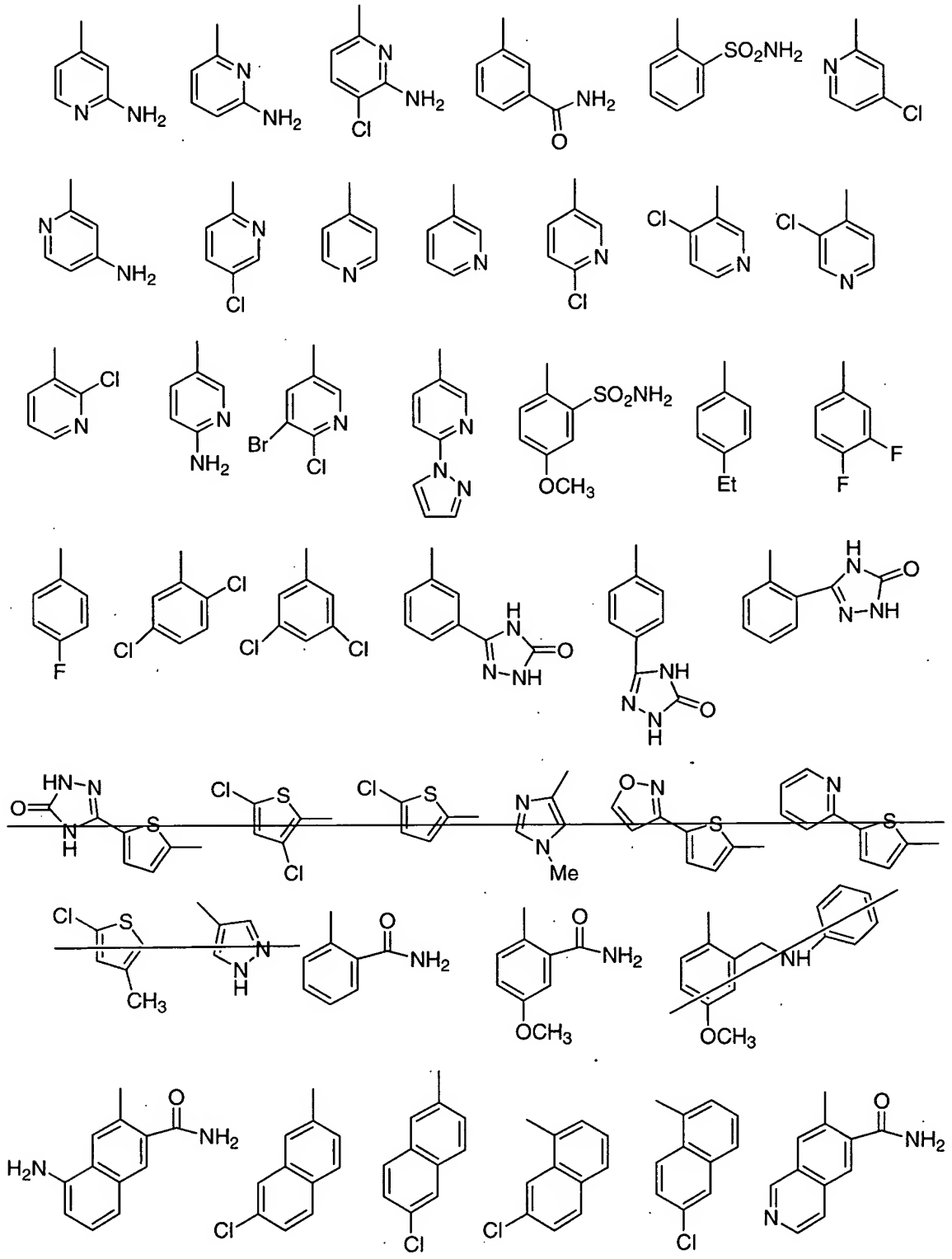


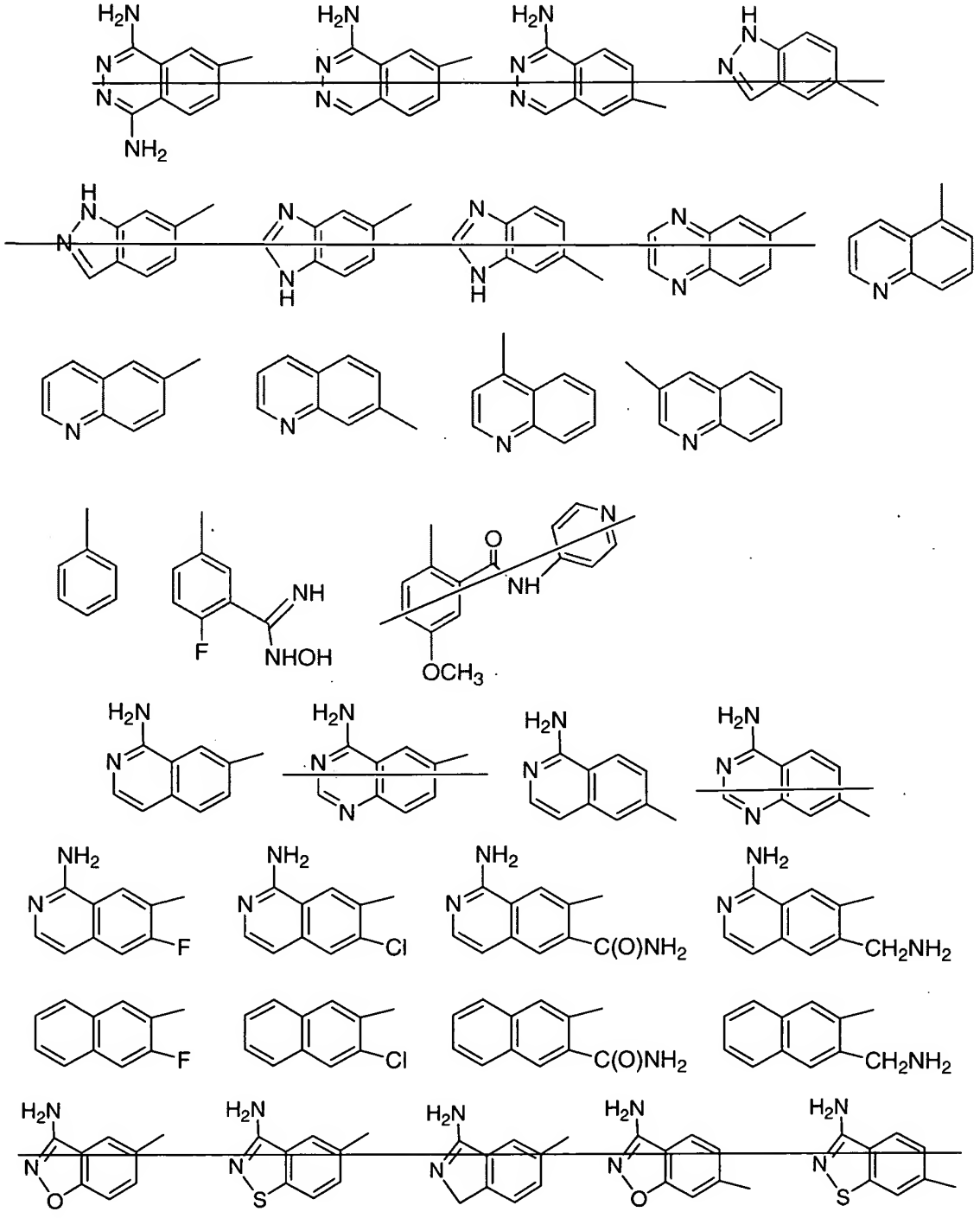


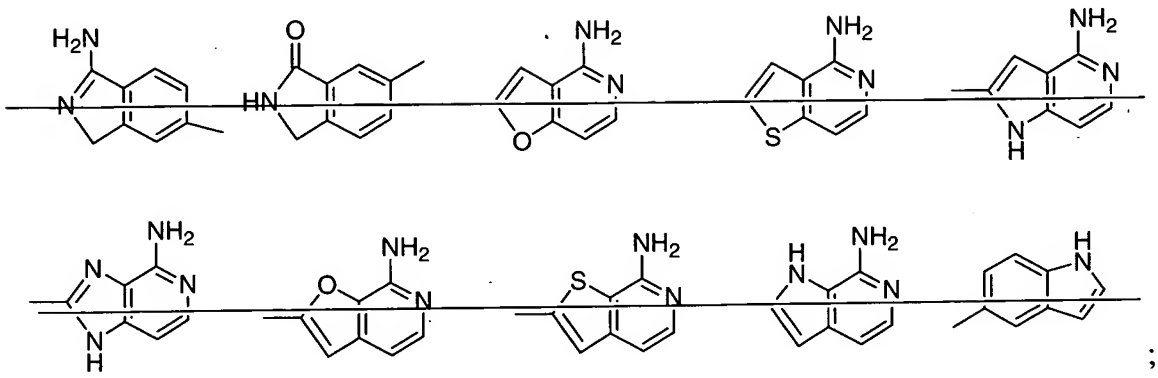
~~wherein compounds of the above formulas are substituted with 0-2 R^{1a};~~

G is selected from:









;

~~G_1 is selected from $(CR^{3a}R^{3b})_{1-2}$, $CR^3=CR^3$, C≡C, $(CHR^{3a})_uC(O)(CHR^{3a})_w$, $(CHR^{3a})_uC(O)O(CHR^{3a})_w$, $(CHR^{3a})_uO(CHR^{3a})_w$, $(CHR^{3a})_uNR^{3e}(CHR^{3a})_w$, $(CHR^{3a})_uC(O)NR^3(CHR^{3a})_w$, $(CHR^{3a})_uNR^3C(O)(CHR^{3a})_w$, $(CHR^{3a})_uS(O)_2(CHR^{3a})_w$, $(CHR^{3a})_uNR^3S(O)_2(CHR^{3a})_w$, and $(CHR^{3a})_uS(O)_2NR^3(CHR^{3a})_w$, wherein u + w total 0, 1, or 2, provided that G_1 does not form a N-N or N-O bond with either group to which it is attached;~~

R^3, at each occurrence, is selected from H,

C_{1-4} alkyl substituted with 0-2 R^{1a};

C_{2-4} alkenyl substituted with 0-2 R^{1a};

C_{2-4} alkynyl substituted with 0-2 R^{1a};

C_{3-7} cycloalkyl(C_{0-2} alkyl)- substituted with 0-3 R^{1a};

heterocyclyl(C_{0-2} alkyl)- substituted with 0-3 R^{1a};

aryl(C_{0-2} alkyl)- substituted with 0-3 R^{1a};

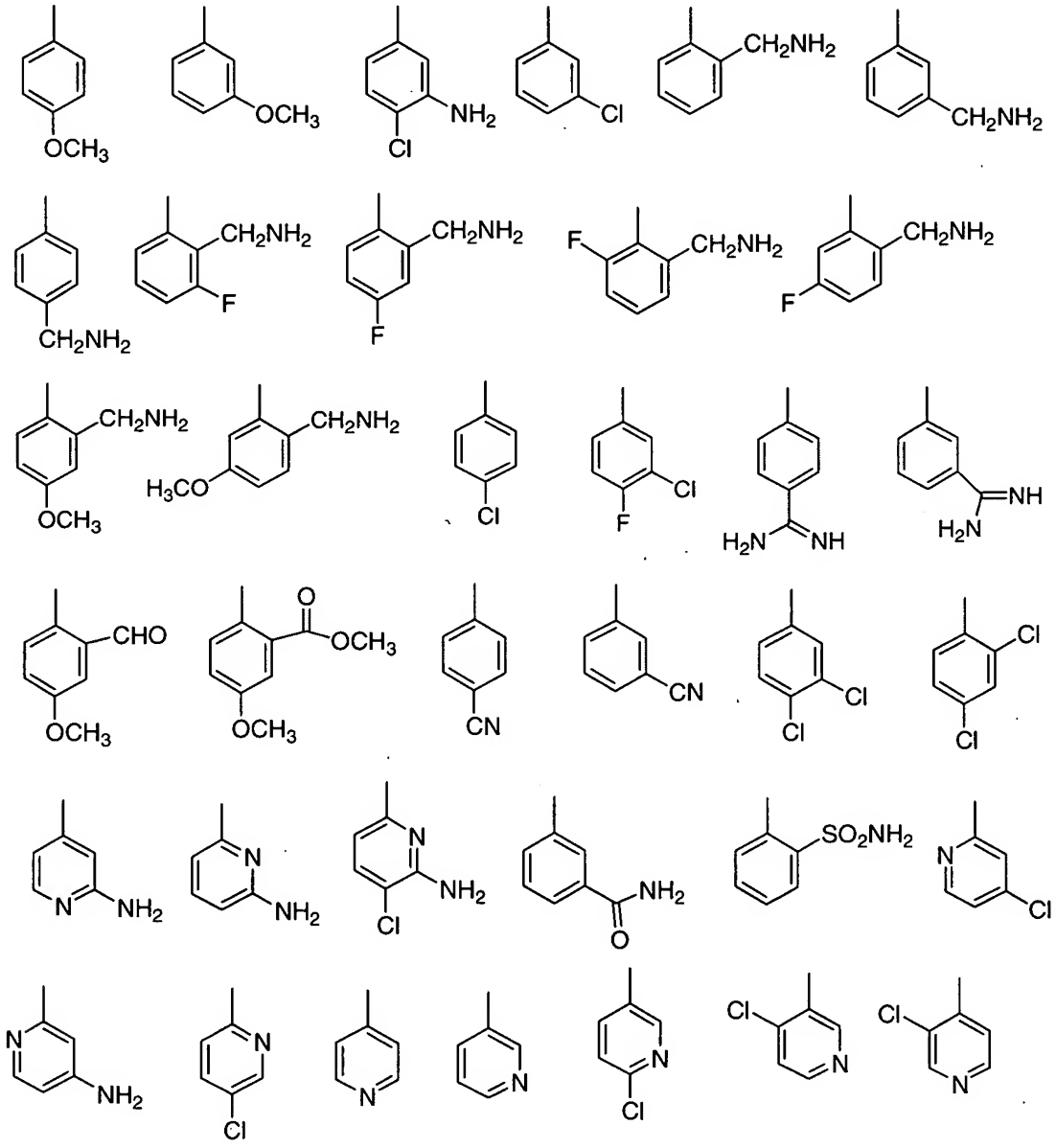
heteroaryl(C_{0-2} alkyl)- substituted with 0-3 R^{1a};

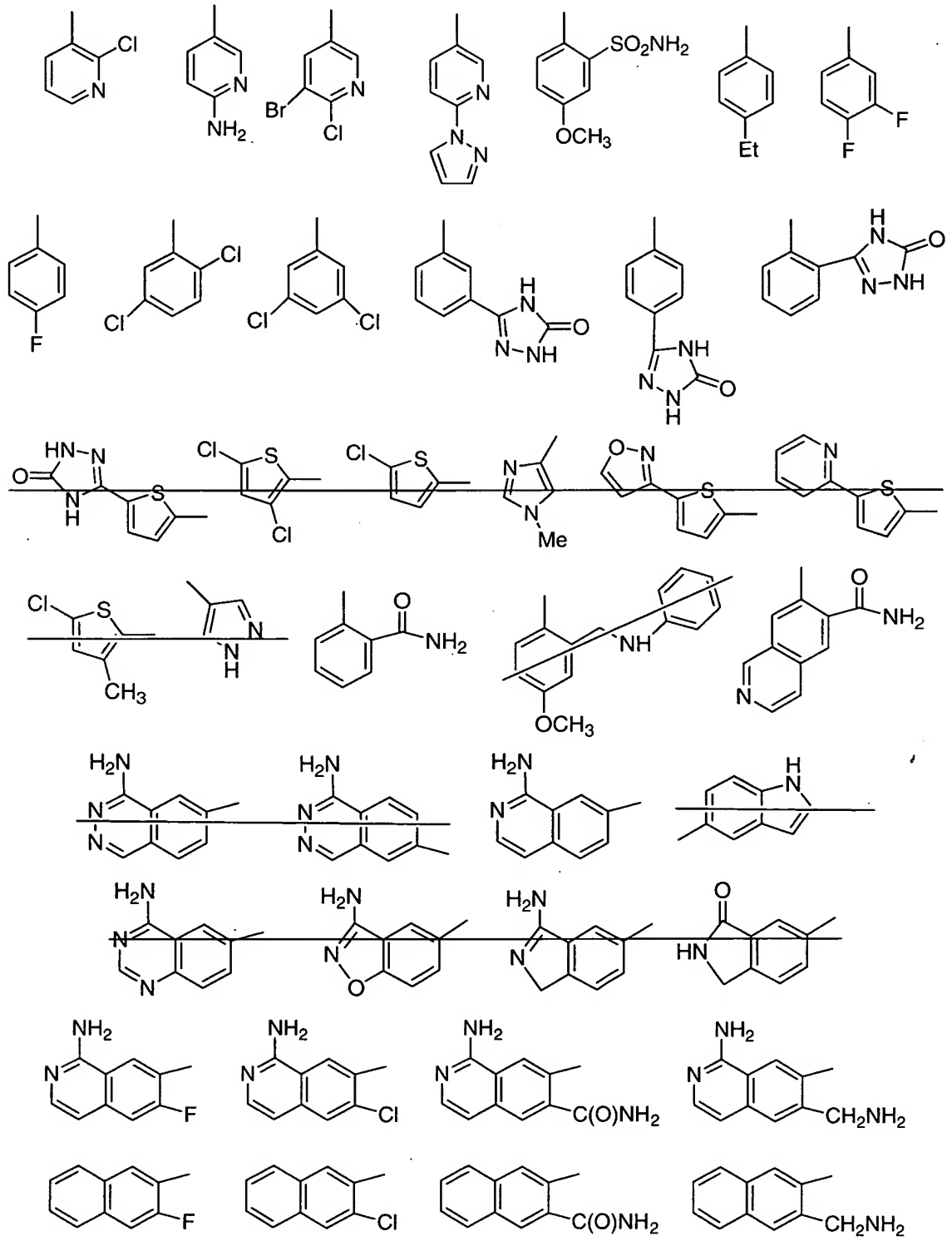
R^{3a}, at each occurrence, is selected from H, C_{1-4} alkyl, and benzyl; and

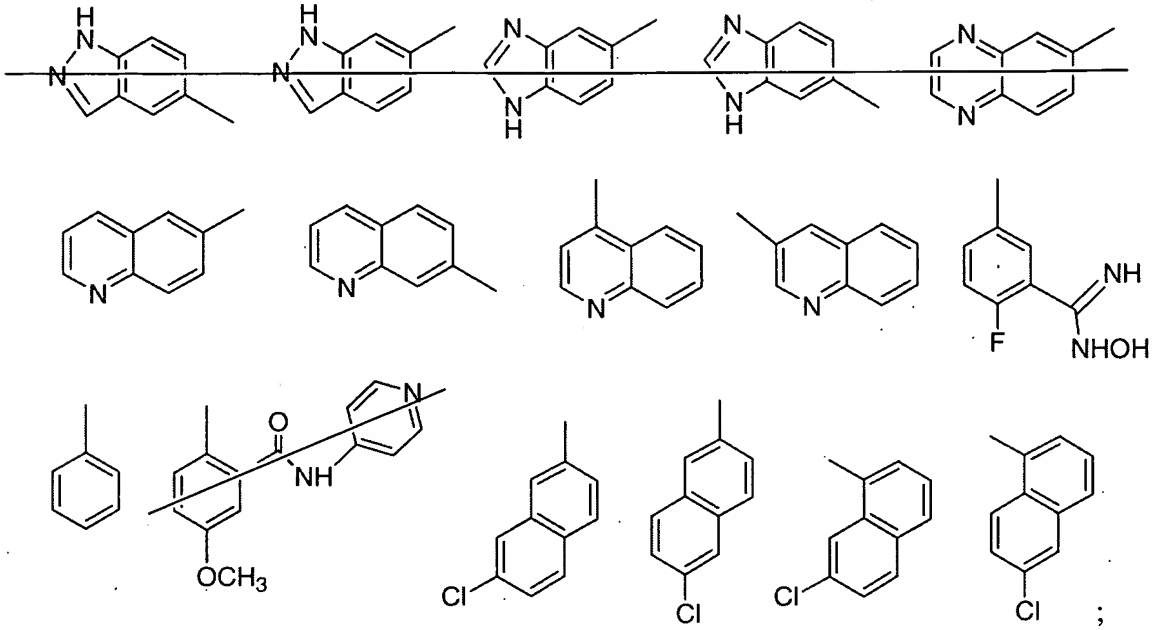
R^{3b}, at each occurrence, is selected from H, C_{1-4} alkyl, and benzyl.

Claim 5 (Currently Amended) A compound according to Claim 4, wherein:

G is selected from:







~~A is selected from phenyl, piperidinyl, pyridyl, and pyrimidyl, and is substituted with 0-2 R^4; and,~~

B is selected from phenyl, pyrrolidino, N-pyrrolidino-carbonyl, morpholino, N-morpholino-carbonyl, 1,2,3-triazolyl, imidazolyl, and benzimidazolyl, and is substituted with 0-1 R^{4a};

R^2, at each occurrence, is selected from H, CH_3, CH_2CH_3, cyclopropylmethyl, cyclobutyl, and cyclopentyl;

R^{2a}, at each occurrence, is H or CH_3, and CH_2CH_3;

alternatively, R^2 and R^{2a}, together with the atom to which they are attached, combine to form pyrrolidine substituted with 0-2 R^{4b} or piperidine substituted with 0-2 R^{4b};

R^4, at each occurrence, is selected from H, OH, OR^2, $(CH_2)OR^2$, $(CH_2)_2OR^2$, F, Br, Cl, I, C_{1-4} alkyl, NR^2R^{2a}, $(CH_2)NR^2R^{2a}$, $(CH_2)_2NR^2R^{2a}$, CF_3, and $(CF_2)CF_3$;

R^{4a} is selected from H, C_{1-4} alkyl, CF_3, OR^2, $(CH_2)OR^2$, $(CH_2)_2OR^2$, NR^2R^{2a}, $(CH_2)NR^2R^{2a}$, $(CH_2)_2NR^2R^{2a}$, SR^5, $S(O)R^5$, $S(O)_2R^5$, $SO_2NR^2R^{2a}$, and 1-CF_3-tetrazol-2-yl;

R^{4b}, at each occurrence, is selected from H, CH_3, and OH;

R^5, at each occurrence, is selected from CF_3, C_{1-6} alkyl, phenyl, and benzyl; and,

r, at each occurrence, is selected from 0, 1, and 2.

Claim 6 (Currently Amended) A compound according to Claim 5, wherein:

A is selected from the group: phenyl, ~~**piperidinyl, 2-pyridyl, 3-pyridyl, 2-pyrimidyl,**~~ 2-Cl-phenyl, 3-Cl-phenyl, 2-F-phenyl, 3-F-phenyl, 2-methylphenyl, 2-aminophenyl, and 2-methoxyphenyl; and,

B is selected from the group: 2-(aminosulfonyl)phenyl, 2-(methylaminosulfonyl)phenyl, 1-pyrrolidinocarbonyl, 2-(methylsulfonyl)phenyl, 2-(N,N-dimethylaminomethyl)phenyl, 2-(N,N-diethylaminomethyl)phenyl, 2-(N-methylaminomethyl)phenyl, 2-(N-ethyl-N-methylaminomethyl)phenyl, 2-(N-pyrrolidinylmethyl)phenyl, 1-methyl-2-imidazolyl, 2-methyl-1-imidazolyl, 2-(dimethylaminomethyl)-1-imidazolyl, 2-(methylaminomethyl)-1-imidazolyl, 2-(N-(cyclopropylmethyl)aminomethyl)phenyl, 2-(N-(cyclobutyl)aminomethyl)phenyl, 2-(N-(cyclopentyl)aminomethyl)phenyl, 2-(N-

(4-hydroxypiperidinyl)methyl)phenyl, 2-(N-(3-hydroxypyrrolidinyl)methyl)phenyl, and 2-(N-(2-hydroxyethyl)methylamino)-methyl)phenyl.

Claim 7 (Currently Amended) A compound according to Claim 1, wherein the compound is selected from the group:

3-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzonitrile;

3-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

4-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

3-({1-[2-[(dimethylamino)methyl]-3-fluoro-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzonitrile;

3-({1-[2-[(dimethylamino)methyl]-3-fluoro-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

3-({1-[2'-[(dimethylamino)methyl]-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)benzene-carboximidamide;

3-({1-[2-[(dimethylamino)methyl]-3-fluoro-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}amino)benzene-carboximidamide;

2,4-dichloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}benzamide;

3-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-*N*-methyl-benzamide;

3,4-dichloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

4-fluoro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

4-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

2-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-isonicotinamide;

6-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

N-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-6-(1*H*-pyrazol-1-yl)nicotinamide;

1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-2-chloronicotinate;

1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl-4-methoxybenzoate;

2-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)-5-methoxybenzaldehyde;

3-[{5-chloro-2-pyridynyl)amino]-1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-piperidinone;

1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-3(4-methoxyphenoxy)-2-piperidinone;

2-({1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}oxy)-5-methoxybenzoate;

3-[3-(aminomethyl)phenoxy]-1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-piperidinone;

~~3-{[2-(anilinomethyl)-4-methoxyphenyl]oxo}-1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-piperidinone;~~

3-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

N-benzyl-4-chloro-*N*-{1-[3-fluoro-2'-(methylsulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-benzamide;

N-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-1*H*-indole-5-carboxamide;

N-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-1*H*-pyrazole-4-carboxamide;

N-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-isonicotinamide;

N-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

6-amino-*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

6-amino-*N*-{1-[3-fluoro-2'-(methylthio)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}-nicotinamide;

~~3-{[{1-[2'-aminosulfonyl-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}(benzyl)amino]sulfonyl}benzenecarboximidamide;~~

~~3-{[{1-(3-fluoro-2'-aminosulfonyl)-[1,1']-biphenyl-4-yl]-2-oxo-3-piperidinyl}(benzyl)amino]sulfonyl} benzenecarboximidamide;~~

~~3-{N-benzyl-N-[2-oxo-1-(2'-sulfamoyl-biphenyl-4-yl)-piperidin-3-yl]-sulfamoyl}-benzamidine;~~

~~4-chloro-N-[1-3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~6-chloro-N-[1-(3-fluoro-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-naphthalene-2-sulfonamide;~~

~~7-chloro-N-[1-(3-fluoro-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-naphthalene-2-sulfonamide;~~

~~5-chloro-N-[1-(3-fluoro-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~5-(3-isoxazolyl)-[1-3-fluoro-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~4-fluoro-N-[1-(3-fluoro-1-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~N-[1-(3-fluoro-1-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-4-methoxyl-benzenesulfonamide;~~

~~4-ethyl-N-[1-(3-fluoro-1-2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-3-methoxyl-benzenesulfonamide;~~

~~5-bromo-6-chloro-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-pyridine-3-sulfonamide;~~

~~5-(2-pyridyl)-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~3,4-difluoro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~3-chloro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~3,5-dichloro-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~3-cyano-N-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~3-chloro-4-fluoro-N-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide~~

~~1-methyl-[3-fluoro-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-imidazole-4-sulfonamide;~~

~~2,5-dichloro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~3,5-dichloro-N-[3-fluoro-1-(2'-methylsulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~5-chloro-N-[1-(2'-diethylaminomethyl-3-fluoro-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~5-chloro-N-[1-(3-fluoro-1-2'-pyrrolidin-1-ylmethyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~5-chloro-N-{1-[3-fluoro-1-2'-(3-hydroxypyrrolidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;~~

~~5-chloro-N-{1-[3-fluoro-1-2'-(4-hydroxypiperidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;~~

~~N-benzyl-5-chloro-N-[1-(2'-diethylaminomethyl-3-fluoro-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~N-benzyl-5-chloro-N-[1-(3-fluoro-1-2'-pyrrolidin-1-ylmethyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~N-benzyl-5-chloro-N-{1-[3-fluoro-1-2'-(3-hydroxypyrrolidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;~~

~~N-benzyl-5-chloro-N-{1-[3-fluoro-1-2'-(4-hydroxypiperidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;~~

~~5-chloro-[3-fluoro-1-(2'-{[(2-hydroxy-ethyl)-methyl-amino]-methyl}-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-thiophene-2-sulfonamide;~~

~~3-amino-N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzo[d]isoxazole-5-sulfonamide;~~

~~3-(3-amino-benzo[d]isoxazol-5-ylamino)-1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-piperidin-2-one;~~

2-fluoro-5-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-ylamino]-N-hydroxy-benzamidine;

1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-3-[3-(5-oxo-4,5-dihydro-1H-[1,2,4]triazol-3-yl)-phenylamino]-piperidin-2-one;

~~N-benzyl-4-chloro-N-[1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~4-chloro-N-methyl-N-[1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~4-chloro-N-ethyl-N-[1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~4-chloro-N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-N-(3-pyridylmethyl)-benzenesulfonamide;~~

~~4-chloro-N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-N-(2-pyridylmethyl)-benzenesulfonamide;~~

~~3-[[1,2-dihydro-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2-oxo-3-pyridinyl]amino]-benzenecarboximidamide;~~

~~3-[(4-methoxyphenyl)amino]-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2(1*H*)-pyridinone;~~

~~*N*-[1,2-dihydro-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2-oxo-3-pyridinyl]-4-methoxy-benzamide;~~

~~6-chloro-*N*-[1,2-dihydro-1-[2'-(methylsulfonyl)[1,1'-biphenyl]-4-yl]-2-oxo-3-pyridinyl]-3-pyridinecarboxamide;~~

~~3-[[1,2-dihydro-1-[2'-[(3-hydroxy-1-pyrrolidinyl)methyl][1,1'-biphenyl]-4-yl]-2-oxo-4-(1-pyrrolidinyl)-3-pyridinyl]amino]-benzenecarboximidamide;~~

~~3-[[1,2-dihydro-1-[2'-[(3-hydroxy-1-pyrrolidinyl)methyl][1,1'-biphenyl]-4-yl]-2-oxo-4-(1-pyrrolidinyl)-3-pyridinyl]amino]-benzamide;~~

~~3-[3-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-tetrahydro-pyrimidin-1-ylmethyl]-benzamidine;~~

~~4-benzyloxycarbonyl-3-(4-chlorobenzenesulfonylamino)-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperazine;~~

~~4-benzyloxycarbonyl-3-(4-methoxybenzenesulfonylamino)-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperazine;~~

~~5-chloro-[2-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-3-oxo-1,2,3,4-tetrahydroisoquinolin-4-yl]-thiophene-2-sulfonamide;~~

~~3-[1-(2'-dimethylaminomethyl-biphenyl-4-yl)-2-oxo-azepan-3-ylamino]-benzamidine;~~

N-[3-benzyl-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-4-chlorobenzamide;

~~[3-(6-chloro-naphthalene-2-sulfonylamino)-1-(2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-acetic acid methyl ester;~~

~~N-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-3-(5-oxo-4,5-dihydro-1H-[1,2,4]triazol-3-yl)-benzenesulfonamide;~~

1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-3-[3-(5-oxo-4,5-dihydro-1H-[1,2,4]triazol-3-yl)-phenoxy]-piperidin-2-one;

~~[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-benzenesulfonamide;~~

~~[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-pyridin-3-yl-sulfonamide;~~

~~5-chloro-3-methyl-N-{1-[3-fluoro-1-2'-(4-hydroxypiperidin-1-ylmethyl)-biphenyl-4-yl]-2-oxo-piperidin-3-yl}-thiophene-2-sulfonamide;~~

~~[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-quinolin-3-yl-sulfonamide;~~

~~[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-quinolin-6-yl-sulfonamide;~~

~~[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-quinoxalin-6-yl-sulfonamide;~~

~~[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-(6-amino-pyridin-3-yl)-sulfonamide;~~

~~[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-indazol-6-yl-sulfonamide;~~

~~6-chloronaphthalene-2-sulfonic acid [1-benzyl-4-(2'-dimethylaminomethylbiphenyl-4-yl)-5-oxo-[1,4]-diazepan-6-yl]amide;~~

~~5-chloro-*N*-{1-[2'-(methylsulfonyl)-1,1'-biphenyl-4-yl]-2-oxo-2,3,4,5-tetrahydro-1*H*-1-benzazepin-3-yl}-2-thiophenesulfonamide;~~

~~{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-acetic acid methyl ester;~~

~~{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-acetic acid ethyl ester;~~

~~{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-acetic acid t-butyl ester;~~

~~6-chloro-naphthalene-2-sulfonic acid benzoyl-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amide;~~

~~{(6-chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonylbiphenyl-4-yl)-2-oxo-piperidin-3-yl]amino}acetic acid;~~

~~2-{(6-chloronaphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonylbiphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-N-(2-dimethylaminoethyl)-N-methylacetamide;~~

~~**2-{(6-Chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-N-(2-hydroxy-ethyl)-acetamide; and**~~

~~**2-{(6-Chloro-naphthalene-2-sulfonyl)-[1-(3-fluoro-2'-methanesulfonyl-biphenyl-4-yl)-2-oxo-piperidin-3-yl]-amino}-N-(2-dimethylamino-ethyl)-acetamide;**~~

or a pharmaceutically acceptable salt form thereof.

Claim 8 (Original) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.

Claim 9 (Original) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 1 or a pharmaceutically acceptable salt form thereof.

Claims 10-13 (Canceled)

Claim 14. (new) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 2 or a pharmaceutically acceptable salt form thereof.

Claim 15. (new) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 2 or a pharmaceutically acceptable salt form thereof.

Claim 16. (new) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 3 or a pharmaceutically acceptable salt form thereof.

Claim 17. (new) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 3 or a pharmaceutically acceptable salt form thereof.

Claim 18. (new) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 4 or a pharmaceutically acceptable salt form thereof.

Claim 19. (new) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 4 or a pharmaceutically acceptable salt form thereof.

Claim 20. (new) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 5 or a pharmaceutically acceptable salt form thereof.

Claim 21. (new) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 5 or a pharmaceutically acceptable salt form thereof.

Claim 22. (new) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 6 or a pharmaceutically acceptable salt form thereof.

Claim 23. (new) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 6 or a pharmaceutically acceptable salt form thereof.

Claim 24. (new) A pharmaceutical composition, comprising: a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of Claim 7 or a pharmaceutically acceptable salt form thereof.

Claim 25. (new) A method for treating a thromboembolic disorder, comprising: administering to a patient in need thereof a therapeutically effective amount of a compound of Claim 7 or a pharmaceutically acceptable salt form thereof.